

CHADBOURNE & PARKE LLP
Special Regulatory Counsel to
Choice One Communications Inc., et al.
1200 New Hampshire Ave. N.W.
Washington, D.C. 20036
(212) 974-5600
Dana Frix (DF 2718)

Hearing Date: January 11, 2005
Time: 10:00 a.m.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X	
In re	:	Chapter 11
	:	
CHOICE ONE	:	Case Nos. 04-16433 (RDD)
COMMUNICATIONS INC., <u>et al.</u>	:	
	:	(Jointly Administered)
Debtor.	:	
-----	X	

**FIRST AND FINAL APPLICATION OF CHADBOURNE & PARKE LLP,
AS SPECIAL REGULATORY COUNSEL TO CHOICE ONE
COMMUNICATIONS INC., ET AL., FOR APPROVAL AND ALLOWANCE
OF COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
OCTOBER 5, 2004 THROUGH NOVEMBER 8, 2004**

Name of Applicant:	Chadbourne & Parke LLP
Authorized to Provide Professional Services to:	Choice One Communications Inc., et al.
Date of Retention:	October 25, 2004; <i>nunc pro tunc</i> to October 5, 2004
Period for Which Final Allowance and Approval is Sought:	October 5, 2004 through November 8, 2004
Amount of Compensation Sought as Actual, Reasonable, and Necessary:	\$198,295.00
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	\$ 9,406.33
Total Hours:	423.90
No Previous Applications Have Been Made.	

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Special Regulatory Counsel to
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In re	:	Chapter 11
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CHOICE ONE	:	Case Nos. 04-16433 (RDD)
COMMUNICATIONS INC., <u>et al.</u>	:	
	:	(Jointly Administered)
Debtor.	:	
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**FIRST AND FINAL APPLICATION OF CHADBOURNE & PARKE LLP,
AS SPECIAL REGULATORY COUNSEL TO CHOICE ONE
COMMUNICATIONS INC., ET AL., FOR APPROVAL AND ALLOWANCE
OF COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
OCTOBER 5, 2004 THROUGH NOVEMBER 8, 2004**

Chadbourne & Parke LLP ("Chadbourne"), as special regulatory counsel to Choice One Communications Inc., et al., (the "Debtors") submits this final application (the "Application") for approval and allowance of compensation for services rendered and reimbursement of expenses incurred. This Application is submitted pursuant to sections 330, 331 and 503(b) of title 11 of the United States Code (the "Bankruptcy Code"), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and with the Order Pursuant to sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated October 25, 2004 (the "Fee Procedures Order"). Chadbourne requests entry of an order allowing Chadbourne

(a) compensation in the amount of \$198,295.00 for professional services rendered and
(b) reimbursement of expenses incurred in connection therewith in the amount of \$9,406.33
during the period from October 5, 2004 through November 8, 2004 (the "Application Period").
In support of the Application, Chadbourne respectfully represents as follows:

Background

1. On October 5, 2004 (the "Commencement Date"), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the Bankruptcy Code. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. By order dated October 7, 2004, the Debtors' chapter 11 cases were consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

3. By Order dated November 9, 2004, this Court confirmed the Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code.

Jurisdiction and Venue

4. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

**Compliance With Guidelines and Order Governing
Applications for Compensation and Reimbursement of Expenses**

5. This Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines") and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines" and, together with the Local Guidelines, the "Guidelines"). Pursuant to the Local Guidelines, a certification regarding compliance with same is attached hereto as Exhibit "A."

Retention of Chadbourne

6. In accordance with an order of this Court entitled Order Pursuant to Sections 327(e) and 328(a) of the Bankruptcy Code Authorizing Retention and Employment of Chadbourne & Parke LLP as Special Regulatory Counsel to the Debtors, dated October 25, 2004 (the "Retention Order"), the Debtors were authorized to employ and retain Chadbourne as special regulatory counsel, effective as of October 5, 2004 in these chapter 11 cases.

7. Chadbourne is an international law firm with offices in New York City, Washington, D.C., Los Angeles, Houston, London (a multinational partnership), Moscow, Beijing, Warsaw (a Polish partnership) and Kyiv. Chadbourne has considerable experience in advising regulated telecommunications companies on federal, state and municipal regulations applicable to competitive local telecommunications services such as are offered by Debtors, whether bankruptcy related or otherwise. Chadbourne also has considerable experience

counseling telecommunication carriers such as Debtors on matters relating to the interconnection of different networks on the Public Switched Telephone Network. Chadbourne attorneys have represented Debtors since their founding and Chadbourne itself has represented Debtors since May 2002. On September 8, 2004 Chadbourne received from Debtors a retainer in the amount of Fifty Thousand Dollars (\$50,000) ("Retainer") for purposes of securing Chadbourne's ongoing representation of Debtors during and after these chapter 11 cases.

Summary of Application

8. Chadbourne seeks compensation for professional services rendered to the Debtors during the Application Period in the aggregate amount of \$198,295.00 and reimbursement of actual and necessary expenses incurred in connection with the rendition of services during the Application Period in the aggregate amount of \$9,406.33. During the Application Period, Chadbourne attorneys and paraprofessionals expended a total of 423.90 hours for which compensation is requested.

9. A schedule setting forth the number of hours expended by each of the partners, associates and paraprofessionals of Chadbourne who rendered services to the Debtors during the Application Period, their respective hourly rates, and the year of bar admission for each Chadbourne attorney is attached hereto as Exhibit "B." A schedule specifying the categories of expenses for which Chadbourne is seeking reimbursement and the total amount for each such expense category is attached hereto as Exhibit "C."

10. Chadbourne maintains computerized records of the time spent by all Chadbourne attorneys and paraprofessionals for the services rendered during the Application Period. Copies of these computerized records are attached hereto as Exhibit "D."

**Order Establishing Procedures for Interim
Compensation and Reimbursement of Expenses of Professionals**

11. By the Fee Procedures Order, this Court established certain procedures for interim compensation and reimbursement of expenses of those professionals specifically retained by order of the Court. Briefly summarized, the procedures provide that professionals retained in these cases may seek interim compensation on a monthly basis by serving, on or before the 20th day of the month following the month for which compensation is sought, a fee and expense statement on the (i) the Debtors, (ii) the attorneys for the Debtors, (iii) the attorneys for the agent to the Debtors' Senior Lender, (iv) the attorneys for the Steering Committee of Senior Lenders, (v) the attorneys for the Ad Hoc Committee of Subordinated Noteholders, (vi) the Debtors' twenty (20) largest unsecured creditors; and (vii) the Office of the United States Trustee for the Southern District of New York. The Fee Procedures Order provides that, absent any objection served on the professional seeking compensation or reimbursement in a particular statement, the Debtors shall pay eighty percent (80%) of the fees and one-hundred percent (100%) of the expenses set forth in such monthly statement. The Fee Procedures Order also sets forth the procedures that apply in the event that any party in interest objects to the monthly fee statement of any professional. Furthermore, the Fee Procedures Order provides that (a) approximately every 120 days, each of the professionals will file with the Court an application for interim or final Court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as

the case may be), of the compensation and reimbursement of expenses requested, provided, however, that in the event a plan of reorganization of the Debtors becomes effective before the expiration of such 90-day period, such period may be shortened on notice by the Debtors; (b) if a professional fails to file an application when due, such professional (i) shall be ineligible to receive further monthly payments of fees or expenses until further order and this Court and (ii) may be required to disgorge any fees paid since retention or the last fee application, whichever is later; and (c) neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided in the Fee Procedures Order will have any effect on this Court's interim or final allowance of compensation and reimbursement of any professionals.

12. This Application is Chadbourne's first and final request seeking compensation for services rendered and reimbursement of expenses incurred. No previous monthly fee statements have been submitted to the Debtors for payment nor have any previous fee applications been filed with this Court.

**Summary of Significant Services Provided by
Chadbourne During the Application Period**

13. In accordance with the Guidelines, the following summarizes in some detail the legal services performed by Chadbourne's partners, associates and paraprofessionals during the Application Period. Chadbourne maintains time records in the regular course of its business and practice, with entries made by each professional and paraprofessional contemporaneously with the rendering of the service. Such records, annexed hereto as Exhibit "D," reflect the amount of time devoted by Chadbourne's professionals in and to these

chapter 11 cases and the complex and difficult issues encountered by Chadbourne, as special regulatory counsel to the Debtors.

A. Summary of Services

14. During the Application Period Chadbourne filed for and obtained the federal and state regulatory approvals necessary for Debtors to consummate the reorganization and related transactions; advised Debtors on regulatory provisions of credit and other agreements necessary to the reorganization; conducted due diligence for and provided multiple opinions necessary to the reorganization, advised Debtors on federal and state telecommunications regulations applicable as a result of Debtors' commencement of a voluntary case under the Bankruptcy Code as well as the reorganization as effected; advised Debtors with regard to issues arising from disputes with other regulated telecommunications carriers; and advised Debtors on certain matters related to the interconnection of Debtors' network with other networks on Public Switched Network.

Disbursements

15. As set forth in Exhibit "C" hereto, Chadbourne has incurred \$9,406.33 in expenses in providing professional services during the Application Period. The expenses incurred by Chadbourne, as set forth herein, include reasonable and necessary charges for services such as long distance telephone services, postage and Federal Express services. Information Retrieval represents Westlaw and Lexis, a computerized legal research facility based on time charges for the computer search. Use of Westlaw and Lexis greatly enhances legal research and access to case law from all jurisdictions, and is cost efficient, saving substantial

attorney research time. Time constraints frequently imposed by the circumstances of these cases have required Chadbourne attorneys and other employees to devote time during the evenings and on weekends to the performance of legal services on behalf of the Debtors. Consistent with firm policy, attorneys and other employees of Chadbourne who worked late into the evenings or on weekends were reimbursed for their reasonable meal and transportation costs. Given these demands, Chadbourne has also, consistent with firm policy, charged the Debtors for overtime costs for secretarial overtime. All expenses are of a kind and chargeable at rates customarily charged to and collected from other clients of Chadbourne. These disbursements are not included in Chadbourne's overhead for the purpose of setting billing rates. Chadbourne has made every effort to minimize its disbursements in these cases. The actual expenses incurred in providing professional services were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors.

16. Chadbourne incurred filing fees in connection with obtaining approval for the transfer of control of the Debtors' FCC domestic and international licenses. With respect to long-distance travel expenses for attending hearings in these chapter 11 cases, reimbursement for air fare is sought at "coach" rates which is in accordance with the Guidelines. The actual expenses incurred in providing professional services were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors.

Determination Of Chadbourne's Requested Fee

17. In seeking compensation in these chapter 11 cases, Chadbourne has utilized its 2004 hourly rate structure in accordance with the Guidelines for the period from

October 5, 2004 through and including November 8, 2004 in the following ranges for attorneys and paraprofessionals performing services in this engagement.

	<u>2004 Hourly Rates</u>
Partners	\$475 - \$750
Counsel	\$435 - \$595
Associates	\$275 - \$460
Paraprofessionals	\$120 - \$195

18. For purposes of this Application, Chadbourne has calculated its request for compensation by multiplying (a) the hours of time spent on services rendered on behalf of the Debtors by (b) the applicable hourly rate assigned to each attorney or paraprofessional rendering such services.

19. In accordance with the criteria enunciated for evaluating the fair and reasonable value of legal services, Chadbourne respectfully represents:

(a) Time and Labor Required. During the Application Period, Chadbourne, as special regulatory counsel, expended substantial time in representing the interests of the Debtors in these chapter 11 cases in connection with matters of regulatory law. Additionally, at certain times these cases have required intensive and substantial effort over a relatively brief time period with significant deadline pressure.

(b) Skill Requisite to Perform Legal Services, Experience, Reputation and Ability of Chadbourne. Chadbourne believes that its expertise in the areas of regulatory and bankruptcy law has greatly contributed to the progress of these cases. The different levels of

skill required are reflected in the different hourly rates charged by Chadbourne professionals who provided services on behalf of the Debtors.

(c) The Customary Fee. Chadbourne respectfully submits that the fee sought herein is customary and based on the usual criteria in matters of this type, and is commensurate with fees Chadbourne has been awarded in other chapter 11 cases.

(d) Whether Fee is Fixed or Contingent. Pursuant to the statutory provisions of the Bankruptcy Code, all fees sought by professionals employed under section 327 of the Bankruptcy Code are contingent upon approval by this court and are largely dependent upon the results achieved.

(e) Nature and Length of Professional Relationship. Chadbourne was retained *nunc pro tunc* to the date of the commencement of these chapter 11 cases and has counseled, advised and represented the Debtors, as special regulatory counsel up to and through the Confirmation Date. As noted above, Chadbourne attorneys have represented Debtors since their founding, and Chadbourne itself has represented Debtors since May 2002.

20. Chadbourne deems the fair and reasonable value of its professional services rendered during the Application Period to be the sum of \$198,295.00. Based upon the total attorneys' and paraprofessionals' time expended, and a resulting blended hourly rate of \$467.79 including paraprofessionals' time, Chadbourne believes the Application Period compensation requested herein to be eminently appropriate. Accordingly, Chadbourne respectfully requests that the Court allow compensation for professional and paraprofessional

services rendered in the amount of \$198,295.00, and that the Court allow Chadbourne to apply the Retainer, or such portion as it deems advisable, against amounts owed for professional services.

21. By this Application, Chadbourne also seeks reimbursement of its actual, reasonable and necessary expenses incurred during the Application Period in the amount of \$9,406.33. Accordingly, Chadbourne respectfully requests that the Court allow reimbursement of expenses in the amount of \$9,406.33.

22. In these chapter 11 cases, Chadbourne respectfully submits that the services for which it seeks compensation in this Application were necessary and beneficial to the Debtors. Chadbourne further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors and all parties in interest.

23. Whenever possible, Chadbourne sought to minimize the costs of Chadbourne's services by using junior attorneys and paraprofessionals to handle the more routine aspects of case administration. A small group of Chadbourne attorneys was utilized for the vast majority of the work in these cases to minimize the costs of intra-Chadbourne communication and education about these cases and the issues occasioned by the Debtors' circumstances.

24. In summary, the services rendered by Chadbourne were necessary and beneficial to the Debtors at the time rendered, and were consistently performed in a timely manner commensurate with the complexity, importance and nature of the issues involved, and approval of the compensation sought herein is warranted.

25. As set forth in the certification of Dana Frix attached hereto as Exhibit "A," the compensation requested by Chadbourne is based on the customary compensation charged by comparably skilled practitioners in matters other than cases under the Bankruptcy Code.

26. No agreement or understanding exists between Chadbourne and any other person for sharing of compensation received or to be received for services rendered in or in connection with these chapter 11 cases, nor shall Chadbourne share or agree to share the compensation paid or allowed from the Debtors' estates for such services with any other person.

WHEREFORE, Chadbourne respectfully requests that this Court issue and enter an order (a) authorizing compensation in the amount of \$198,295.00 for professional services rendered and reimbursement of expenses incurred in connection therewith in the amount of \$9,406.33 during the Application Period; (b) authorizing and directing the Debtors to remit payment to Chadbourne as set forth herein, less all amounts previously paid on account of such fees and expenses and less the Retainer or a portion of the Retainer; and (c) granting such other and further relief as this Court deems just and proper.

Dated: New York, New York
December 22, 2004

CHADBOURNE & PARKE LLP

By: s/ Dana Frix
Dana Frix (DF 2718)
A Member of the Firm

1200 New Hampshire Ave. N.W.
Washington, D.C. 20036
Suite 300
(202) 974-5600

Special Regulatory Counsel to Choice
One Communications Inc., et al.

EXHIBIT A

EXHIBIT A

CHADBOURNE & PARKE LLP

Special Regulatory Counsel to
Choice One Communications Inc., et al.
1200 New Hampshire Ave. N.W.
Washington, D.C. 20036
(212) 974-5600
Dana Frix (DF 2718)

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

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In re	:	Chapter 11
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CHOICE ONE	:	Case Nos. 04-16433 (RDD)
COMMUNICATIONS INC., <u>et al.</u>	:	
	:	(Jointly Administered)
Debtor.	:	
-----	X	

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS
FOR PROFESSIONALS IN RESPECT OF FIRST AND FINAL APPLICATION
OF CHADBOURNE & PARKE LLP, AS SPECIAL REGULATORY COUNSEL
TO CHOICE ONE COMMUNICATIONS INC., ET AL., FOR APPROVAL AND
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
OCTOBER 5, 2004 THROUGH NOVEMBER 8, 2004**

Dana Frix, on behalf of Chadbourne & Parke LLP ("Chadbourne"), as special regulatory counsel to Choice One Communications Inc., et al., (the "Debtors"), hereby certifies, pursuant to the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines") and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "UST Guidelines" and, together with the Local Guidelines, the "Guidelines"), that:

1. I am an attorney at law and the professional designated by the applicant, Chadbourne, with responsibility in the Debtors' chapter 11 cases, for compliance with these Guidelines.

2. This certification is made in respect of the First and Final Application of Chadbourne & Parke LLP, as Special Regulatory Counsel to Choice One Communications Inc., et al., for Approval and Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period October 5, 2004 Through November 8, 2004 (the "Application") in accordance with the Local Guidelines.

3. In respect of section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines and the UST Guidelines
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Chadbourne and generally accepted by Chadbourne's clients; and
- (d) in providing a reimbursable service, Chadbourne does not make a profit on that service, whether the service is performed by Chadbourne in-house or through a third party.

4. In respect of section B.3 of the Local Guidelines, I certify that the Debtors, counsel to the Debtors and the U.S. Trustee, are each being provided with a copy of the Application at least ten (10) days before the hearing on the Application.

5. To the best of my knowledge, information and belief, with respect to the disbursements for which reimbursement is sought: (i) Chadbourne does not make a profit on such disbursement; (ii) Chadbourne does not include in the amount for which reimbursement is

sought the amortization of the cost of any investment, equipment or capital layout; and

(iii) Chadbourne requests reimbursement only for the amount billed to Chadbourne by the third-party vendor and paid by it to such vendor.

6. With respect to Information Retrieval costs, this represents Westlaw and Lexis, a computerized legal research facility based on time charges for the computer search. Use of Westlaw and Lexis greatly enhances legal research and access to case law from all jurisdictions, and is cost efficient, saving substantial attorney research time. Time constraints frequently imposed by the circumstances of these cases have required Chadbourne attorneys and other employees to devote time during the evenings and on weekends to the performance of legal services on behalf of the Debtors. Consistent with firm policy, attorneys and other employees of Chadbourne who worked late into the evenings or on weekends were reimbursed for their reasonable meal and transportation costs. Given these demands, Chadbourne has also, consistent with firm policy, charged the Debtors for overtime costs for secretarial overtime. All expenses are of a kind and chargeable at rates customarily charged to and collected from other clients of Chadbourne. These disbursements are not included in Chadbourne's overhead for the purpose of setting billing rates.

7. In addition, Chadbourne incurred filing fees in connection with obtaining approval for the transfer of control of the Debtors' FCC domestic and international licenses. With respect to long-distance travel expenses for attending hearings in these chapter 11 cases, reimbursement for air fare is sought at "coach" rates which is in accordance with the Guidelines.

The actual expenses incurred in providing professional services were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors.

8. With respect to proofreading, Chadbourne does not seek reimbursement for proofreading charges in this Application, nor are any such charges included in Chadbourne overhead for the purpose of setting billing rates.

9. By this certification Chadbourne does not waive or release any rights or entitlements it has under the order of this Court dated October 25, 2004, approving, under section 327(e) and 328(a) of title 11, United States Code, Chadbourne's retention by the Debtors, as special regulatory counsel, pursuant to Chadbourne's normal billing rates and customary reimbursement and disbursement practices.

Dated: New York, New York
December 22, 2004

s/ Dana Frix
Dana Frix (DF 2718)

EXHIBIT B

EXHIBIT B

CHOICE ONE COMMUNICATIONS INC., ET AL.

SUMMARY OF HOURS

October 5, 2004 to November 8, 2004

<u>NAME</u>	<u>YEAR OF ADMISSION</u>	<u>2004 HOURLY RATE</u>	<u>TOTAL HOURS</u>	<u>TOTAL</u>
<u>Partner</u>				
Dana Frix (2002)*	1989 (PA) 1991 (DC) 2001 (VA)	\$560	177.90	\$99,624.00
<u>Associate:</u>				
Kemal Hawa	1996 (DC) 1997 (MD)	420	221.50	93,030.00
Steve J. Lee	2004 (NY)	275	4.60	1,265.00
Ted Navitskas	2004 (NY)	275	9.00	2,475.00
<u>Paralegal:</u>				
K. Thomas	n/a	190	8.90	1,691.00
Corporate Temp	n/a	105	2.00	210.00
TOTAL:			423.90	\$198,295.00

* Year joined firm as partner.

EXHIBIT C

EXHIBIT C

CHOICE ONE COMMUNICATIONS INC., ET AL.

DISBURSEMENTS INCURRED

October 5, 2004 to November 8, 2004

<u>DISBURSEMENT</u>	<u>AMOUNT</u>
Information Retrieval	\$2,913.80
Federal Express	183.30
Postage	7.78
Courier Related Charges	64.67
Telephone	447.41
Filing Fees	4,926.63
Local Transportation	72.00
Long Distance Travel	477.91
Overtime	283.13
Meals	29.70
TOTAL	\$9,406.33

EXHIBIT D

CHOICE ONE COMMUNICATIONS, INC.
1 MARINE MIDLAND PLAZA
100 CHESTNUT STREET, 14TH FLOOR
ROCHESTER, NY 14604-2417

December 16, 2004
Invoice *****
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For Services Through November 8, 2004

Our Matter #15802.001
GENERAL

10/05/04	CORPORATE TEMP L AD	Due diligence for opinion letter.	2.00 hrs.
10/05/04	D. FRIX	Prepare brief (7.20), calls re same with J. Parnell and B. McDonald (1.0).	8.20 hrs.
10/05/04	K. HAWA	Multiple teleconferences with counsel regarding closing (1.0); review and revise opinion and officer's certificate and execute (1.6); finalize and file FCC (4.0) application.	6.60 hrs.
10/06/04	D. FRIX	Prepare for hearing (6.2); meet with client re hearing (1.8)	8.00 hrs.
10/06/04	K. HAWA	Update status chart (1.0); telephone calls to each state commission to urge action on petitions (1.5); finalize IN application and send draft to client (2.0); file supplemental information in Virginia (1.6).	6.10 hrs.
10/06/04	K. E. THOMAS	Inquiries to FCC re: the Domestic and International 214 transfer of control applications.	1.20 hrs.
10/07/04	K. E. THOMAS	Phone call to FCC re Choice One's transfer of control application.	0.30 hrs.
10/07/04	D. FRIX	Attend hearing (6.0); initiate brief (2.0).	8.00 hrs.
10/08/04	D. FRIX	Research and initial drafting of hearing brief (1.7); correspondence with B. McDonald (.2); call with client re expediting regulatory reviews (.6).	2.50 hrs.
10/08/04	K. HAWA	Strategize regarding outstanding projects (.7); update status chart (.5); telephone calls to each state where petitions filed to urge grant (1.8); research state notice requirements (2.2).	5.20 hrs.

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10/11/04	D. FRIX	Draft brief and related research.	2.20 hrs.
10/11/04	K. HAWA	Research case law in support of arbitration issues.	5.10 hrs.
10/12/04	D. FRIX	Call with K. Hawa re expediting regulatory approvals.	0.50 hrs.
10/12/04	K. HAWA	Telephone call with local counsel (.5); research issues regarding expedited grant of authority (1.4); teleconference with state PUCs regarding meetings to discuss applications (1.0).	2.90 hrs.
10/12/04	T. NAVITSKAS	Contact the public utility commission in three states to follow up on Choice One's applications for transfer of control.	1.30 hrs.
10/12/04	K. E. THOMAS	Discuss with K. Hawa and make inquiries with the FCC re: returned transfer of control application.	0.80 hrs.
10/13/04	K. HAWA	Address multiple issues regarding registration information in FCC's database (1.1); teleconference with client regarding same (.2); multiple telephone calls with FCC's technical staff to update Cores, FRN, and EIN numbers and passwords (1.4); follow-up consideration of issues regarding same (.5); finalize IN application and send to IN local counsel (.9).	4.10 hrs.
10/13/04	K. E. THOMAS	Research FCC order re: NY PSC order in prior cases; obtain CORES and FRN info. for refile of the transfer of control application.	2.10 hrs.
10/13/04	T. NAVITSKAS	Contact the public utility commissions in three states to follow up on Choice One's applications for transfer of control.	1.00 hrs.

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10/13/04	D. FRIX	Revise and draft brief (6.0); calls with client re prior orders in Choice One case and multiple conference calls with client re collos and regulatory approvals re same (1.4); work on IN application (.4); calls with client re status of applications (.7).	8.50 hrs.
10/14/04	D. FRIX	Research and draft brief (7.0); call with client re regulatory approvals (.80); follow up re collocation issues (.30).	8.10 hrs.
10/14/04	T. NAVITSKAS	Research requirements for a competitive local exchange carrier to discontinue service in four states.	5.10 hrs.
10/14/04	S. J. LEE	Research on the Discontinuance Notice Requirement (notice to both the commission and customers) for three states.	4.60 hrs.
10/14/04	K. E. THOMAS	Prepare and file transfer of control application on the FCC's electronically via the IBFS.	3.40 hrs.
10/14/04	K. HAWA	Research in each of Choice One's operating states and at FCC customer notices, state and federal filing requirements for discontinuance of service (3.3); finalize and electronically file FCC 214 international application (1.9); teleconference with local counsel in IN to discuss questions regarding application (.3); review and comment on NY arbitration and brief (.8).	6.30 hrs.
10/15/04	D. FRIX	Draft and edit brief (6.2); multiple calls with client (1.2).	7.40 hrs.
10/15/04	K. HAWA	Review and comment on arbitration pleading (.9); discuss same with D. Frix (.8); telephone call with state PSC to negotiate approval by single commissioner order (.4); consider issues regarding status of applications in each state filed (.7); draft memo updating	3.90 hrs.

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client on pending activities (1.1).

10/16/04	K. HAWA	Research statutes and regulations in each Choice One state where regulatory filings are due to determine expedited processes (1.4); draft status chart (.9); research notice requirements (.3); draft notices of reorganization (3.8).	6.40 hrs.
10/17/04	K. HAWA	Research filing requirements and state reorganization waiver notices (1.9); research FCC and state discontinuance rules and draft discontinuance letter (4.2); research nature and filing requirements (.3); respond to VA data requests (.8).	7.20 hrs.
10/18/04	K. HAWA	Draft discontinuance application (2.9); draft response to data requests (.7); telephone call with state PUC to schedule meeting (.4); follow-up consideration of issues regarding same (.4); call to FCC to discuss transfer applications (.3); follow-up consideration of issues (.4).	5.10 hrs.
10/18/04	D. FRIX	Review exit financing materials (2.5); revise and file brief (2.6); multiple calls with client (1.2); review and edit status chart (1.1); confer with K. Hawa re updating regulatory filings (.4).	7.80 hrs.
10/19/04	D. FRIX	Calls with client re financing and other issues (4.2); review opposing brief (2.5); correspondence with client re need to file additional brief (1.2).	7.90 hrs.
10/19/04	K. HAWA	Draft discontinuance notice (2.2); research discontinuance rules in four states and at FCC (2.5); revise ownership information in NY application and prepare for filing (2.3); continue to seek expedited approval in each jurisdiction where applications were filed (.4).	7.40 hrs.

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10/20/04	K. HAWA	Draft jurisdiction by jurisdiction annotations to discontinuance notice (2.3); research issues and draft memo discussing short term debt exception (3.2); analyze credit facility (.9); status call with client and counsel (.5); finalize and file state supplemental applications (2.7); prepare discontinuance technical requirements memo (.7); update status chart (.6); research FCC ownership information requirements (.4).	11.30 hrs.
10/20/04	D. FRIX	Review draft brief (1.5); call with client re same and re NY follow up (1.2); multiple calls with client re state PUC issues (3.2); review update filings to states (1.0); confer with client re same (.5); call with client re collocation issues (.6).	8.00 hrs.
10/21/04	D. FRIX	Multiple calls with client re FCC issues (3.1); research discontinuance (2.0); draft memo to client (1.0); draft FCC discontinuance appl (.7).; calls with counsel re ownership issues (2.4).	9.20 hrs.
10/21/04	K. HAWA	Research waiver precedent to determine precedent for waiver of notice periods (1.3); prepare for and attend meeting with FCC staff (4.9); research FCC ownership issues (1.2); draft supplement to FCC applications regarding ownership and foreign affiliation requirements (3.8); research foreign affiliation rules (.3); research filings in other cases (.7).	12.20 hrs.
10/21/04	T. NAVITSKAS	Research FCC decisions re waiver of notice/review periods.	1.60 hrs.

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10/22/04	K. HAWA	Research FCC ownership and related rules (3.9); multiple calls to staff regarding same (.7); strategize regarding process for attaining expedited approval, draft discontinuance materials (3.4); finalize and file VA data request responses (2.3); contact state PUC regarding fees (.6).	10.90 hrs.
10/22/04	D. FRIX	Multiple calls with client and other counsel re regulatory approval issues, including information to FCC (3.3); telephone conferences with FCC (1.9); work on discontinuance analysis and draft FCC discontinuance application (3.1); update status chart (.5).	8.80 hrs.
10/23/04	K. HAWA	Research issues and draft discontinuance memo and notices (3.4); follow-up consideration of issues regarding same (.6); research procedures for FCC STA and precedent for waiver (3.1); research issues regarding preparation of pro forma transfer application (2.7); initiate same (.5).	10.30 hrs.
10/24/04	K. HAWA	Draft FCC amendment (5.2); research rules regarding special temporary authority and waiver (1.8); research ownership information (1.5); draft state discontinuance application (.4); research pro forma transfer filing requirements (.7).	9.60 hrs.
10/25/04	K. HAWA	Travel to state PUC regarding transfer application (7.3); follow-up consideration of issues regarding same (.7); review and revise FCC supplemental filing (2.6); telephone calls with multiple investors re regulatory issues (.6); draft pro forma transfer application (.7).	11.90 hrs.

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10/25/04	D. FRIX	Draft and revise FCC amemendment and review precedent re same (4.6); multiple calls with client and other counsel re same (2.5); calls with investors (1.0); edit and finalize memo to client re discontinuance rules at FCC and State and edit state discontinuance application (2.3).	10.40 hrs.
10/26/04	D. FRIX	Work on Pro forma application (2.3); multiple calls with counsel re amendment and pro forma and ownership issues (2.5); call with FCC (.6); call with client (.5); follow up re NY notice and plan (.5); multiple calls with two investors (1.0).	7.40 hrs.
10/26/04	K. HAWA	Draft amendment to transfer of control application (5.8); draft pro forma transfer filing (3.5); research FCC rules and orders regarding each state and special temporary authority (.9); follow-up consideration of issues regarding same (.3); draft NY application (.8).	11.30 hrs.
10/27/04	K. HAWA	Research FCC rules and prepare pro forma transfer and amendment to application for a transfer of control (6.4); compile ownership information (.5); draft STA (3.9).	10.80 hrs.
10/27/04	D. FRIX	Work on FCC amendment (4.6); multiple calls to FCC (.5); multiple calls with client and bankruptcy counsel (1.8); work on pro forma (1.0); draft of STA and STA research (1.7).	9.60 hrs.
10/28/04	D. FRIX	Revise and edit pro forma application and FCC transfer of control amendent; revise state exit plan (2.0); calls with counsel re FCC issues (1.5); correspondence with FCC (.5); conference call with client and advisors re regulatory status (2.3); follow up with state PUC re timing of signature (.5); research	8.30 hrs.

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		effectiveness of streamlined FCC grants of transfer and appeal dates (.7); call with client re ILEC (.5); correspondece with bankruptcy counsel (.3).	
10/28/04	K. HAWA	Finalize and file pro forma transfer of control application and amendment to transfer of control application (5.6); research issues and draft memo regarding procedural issues regarding petitions for reconsideration of 214 grants (3.9); review and revise discontinuance memo (.9)	10.40 hrs.
10/29/04	D. FRIX	Multiple calls with client and conference call with lenders (3.5); draft waiver petition (2.5); revise STA (.5); calls with counsel re STA issues (1.0); follow up on state issues (.6); telephone call with client re interconnection (.5).	8.60 hrs.
10/29/04	K. HAWA	Finalize and file state PUC data requests (4.8); prepare binder of materials for client (1.9); finalize memos on issues of authority of FCC and third parties (1.1).	7.80 hrs.
11/01/04	D. FRIX	Conference call with lenders (1.0); follow up with three state PUCs (1.0); revise notifications to state (.5); update status chart (.7); intial review of interconnection correspondence (2.0); calls with FCC (.7); multiple calls with client re STA (.8); revise draft waiver petition (1.0).	7.70 hrs.
11/01/04	K. HAWA	Draft motion for waiver (3.3); draft reorganization notices for four states (1.0).	4.30 hrs.

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11/02/04	K. HAWA	Draft waiver motion (3.6); draft waiver order (3.2); multiple teleconferences with FCC staff (.9); teleconferences with each state PUC to urge approval (.7).	8.40 hrs.
11/02/04	D. FRIX	Follow up with approval agencies (2.2); calls to counsel re options (1.5); mutiple calls with client (1.4); follow up re NY executive order (.5); call with client re ILEC dispute (.6); call from client re NY issues (.4); prepare electronic materials for client (.8); call with FCC (.6).	7.70 hrs.
11/03/04	K. E. THOMAS	Register FRN's for entities.	1.10 hrs.
11/03/04	D. FRIX	Follow up re discontinuance issues (4.3); work on STA issues (2.3); calls with client and counsel (1.2).	7.80 hrs.
11/03/04	K. HAWA	Prepare and file four FCC filings, including three STA applications and one transfer of control supplemental filing.	9.70 hrs.
11/04/04	D. FRIX	Work on STA and other regulatory issues (4.5); call with client re discontinuance issues (1.6); calls with counsel (1.5).	7.60 hrs.
11/04/04	K. HAWA	Travel to state PUC to attend commission hearing (7.0); teleconference from FCC regarding need for FRN numbers and supplemental FCC STA filings (.6); obtain FRN (1.9); follow-up consideration of issues regarding same (.9); prepare supplemental filing (1.8).	12.20 hrs.
11/05/04	K. HAWA	Prepare and file supplemental STA letter (2.3); follow-up consideration of issues regarding same (.7); multiple teleconferences with PUCs regarding approval orders (.9); obtain state PUC approval order and review (.6); review credit documents (1.6); research	7.20 hrs.

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discontinuance issues (.8); update
status chart (.3).

11/05/04	D. FRIX	Prepare for and attend conference call with client, opposing party and state PUC re reciprocal compensation issues (3.3); telephone calls with client (.7); calls with FCC re approval issues (.5).	4.50 hrs.
11/08/04	D. FRIX	Follow up on Discontinuance and transfer matters.	3.20 hrs.
11/08/04	K. HAWA	Review credit agreement, security agreement and pledge agreement (4.0); initiate draft of opinion letter (2.9).	6.90 hrs.

Total Fees for Professional Services..... \$198,295.00

Total Reimbursable Cost..... \$.00

TOTAL DUE FOR THIS MATTER..... \$198,295.00

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

-----	X	
In re	:	Chapter 11
	:	
CHOICE ONE	:	Case Nos. 04-16433 (RDD)
COMMUNICATIONS INC., <u>et al.</u>	:	
	:	(Jointly Administered)
Debtor.	:	
-----	X	

**ORDER APPROVING FIRST AND FINAL APPLICATION
OF CHADBOURNE & PARKE LLP FOR ALLOWANCE AND
APPROVAL OF FEES AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the First and Final Application of Chadbourne & Parke LLP, as Special Regulatory Counsel to Choice One Communications Inc., et al., for Approval and Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period October 5, 2004 Through November 8, 2004 (the "Application") pursuant to sections 330, 331 and 503(b) of title 11 of the United States Code (the "Bankruptcy Code") and rule 2016 of the Federal Rules of Bankruptcy Procedure, and this Court's Order Pursuant to sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated October 25, 2004; and due and proper notice of the Application having been given; and it appearing that no other or further notice is necessary; and it appearing that this Court has jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to § 157(b)(2); and a hearing having been held on January 11, 2005 before this Court to consider the Application; and after due deliberation and good and sufficient cause appearing therefor, it is hereby;

ORDERED, that the Application be, and hereby is approved; and it is further

ORDERED, that the fees and expenses requested in the Application are approved in full; and it is further

ORDERED, that Chadbourne is allowed compensation in the amount of \$198,295.00 for professional services rendered and reimbursement of expenses incurred in connection therewith in the amount of \$9,406.33 during the Application Period (as defined in the Application); and it is further

ORDERED, that the Debtor is authorized and directed to remit payment to Chadbourne as set forth herein, less all amounts previously paid on account of such fees and expenses and less the Retainer or a portion of the Retainer; and it is further

ORDERED, that the amounts awarded to Chadbourne are reasonable compensation for services rendered by Chadbourne and are reasonable for expenses incurred in connection with the rendition of the professional services rendered.

Dated: January ___, 2005

UNITED STATES BANKRUPTCY JUDGE