

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

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In re:	:
	:
FLAG TELECOM HOLDINGS LIMITED,	:
FLAG LIMITED,	:
FLAG ATLANTIC LIMITED,	:
FLAG ATLANTIC HOLDINGS LIMITED,	:
FLAG PACIFIC USA LIMITED,	:
FLAG TELECOM GROUP SERVICES LIMITED,	:
FLAG TELECOM LIMITED,	:
FLAG TELECOM USA LTD.,	:
FLAG ASIA LIMITED, and	:
FLAG ATLANTIC USA LIMITED,	:
	:
Debtors.	:
-----X	

Chapter 11
Case Nos. 02-11732 through
02-11736 and 02-11975 through
02-11979 (ALG)

(Jointly Administered)

**ORDER GRANTING APPLICATIONS FOR ALLOWANCE OF FINAL
PROFESSIONAL COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the Applications for Allowance of Final Professional Compensation (the "Applications") for professional services rendered and expenses incurred by Gibson, Dunn & Crutcher LLP; Akin, Gump, Strauss, Hauer & Feld LLP; Kasowitz, Benson Torres & Friedman LLP; Appleby, Spurling & Kempe, Innisfree M&A Incorporated; Friedman, Wang & Bleiberg, P.C.; and Anderson, Kill & Olick, P.C. during the period commencing April 12, 2002 through October 9, 2002; and a hearing having been held before this Court to consider the Applications on December 4, 2002; and notice having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2); and there being no unresolved objections thereto; and sufficient cause having been shown therefor, it is hereby

ORDERED that the Applications are granted to the extent set forth in Schedule A.

Dated: December 11, 2002

/s/ Allan L. Gropper
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE A

Case Numbers:
02-11732 through 02-11736 and 02-11975 through 02-11979 (ALG)

Case Name:
In re FLAG TELECOM HOLDINGS LIMITED, FLAG LIMITED, FLAG ATLANTIC LIMITED,
FLAG ATLANTIC HOLDINGS LIMITED, FLAG PACIFIC USA LIMITED, FLAG TELECOM GROUP SERVICES LIMITED,
FLAG TELECOM LIMITED, FLAG TELECOM USA LTD., FLAG ASIA LIMITED, and FLAG ATLANTIC USA LIMITED

ALL FEE PERIODS (INCLUDING THIS PERIOD)

APPLICANT	AMOUNT APPROVED IN PRIOR FEE APPLICATION		ADDITIONAL AMOUNT APPROVED IN CURRENT FEE APPLICATION		TOTAL AMOUNT APPROVED IN BOTH FEE PERIODS		AMOUNT PAID BY DEBTORS WITH RESPECT TO PRIOR FEE APPLICATION AND MONTHLY STATEMENTS		TOTAL AMOUNT TO BE PAID BY DEBTORS UPON ENTRY OF ORDER	
	FEES	EXPENSES	FEES	EXPENSES	FEES	EXPENSES	FEES	EXPENSES	FEES	EXPENSES
GIBSON, DUNN & CRUTCHER LLP	\$3,056,860.00	\$200,617.79	\$2,261,662.75	\$120,953.23	\$5,318,522.75	\$321,571.02	\$4,924,641.80	\$321,978.65	\$393,880.95	(\$407.63) ¹
AKIN GUMP STRAUSS HAUER & FELD LLP	\$918,298.00	\$61,106.75	\$1,073,383.40	\$54,362.71	\$1,991,681.40	\$115,469.46	\$1,559,591.80	\$96,822.22	\$432,089.60	\$18,647.24
APPLEBY, SPURLING & KEMPE	\$243,692.00	\$7,931.30	\$169,118.75	\$3,574.47	\$412,810.75	\$11,505.77	\$378,987.00	\$12,309.77	\$33,823.75	(\$804.00) ²

¹ This amount, which represents expenses for which reimbursement was not approved by the Court, will be credited against fees due, for a total payment due to Gibson, Dunn & Crutcher LLP of \$393,473.32.

² This amount, which represents expenses for which reimbursement was not approved by the Court, will be credited against fees due, for a total payment due to Appleby, Spurling & Kempe of \$33,019.32.

APPLICANT	AMOUNT APPROVED IN PRIOR FEE APPLICATION	ADDITIONAL AMOUNT APPROVED IN CURRENT FEE APPLICATION	TOTAL AMOUNT APPROVED IN BOTH FEE PERIODS	AMOUNT PAID BY DEBTORS WITH RESPECT TO PRIOR FEE APPLICATION AND MONTHLY STATEMENTS	TOTAL AMOUNT TO BE PAID BY DEBTORS UPON ENTRY OF ORDER
KASOWITZ, BENSON, TORRES & FRIEDMAN LLP	N/A	\$125,000.00	\$125,000.00	N/A	\$125,000.00
INMISFREE M&A INCORPORATED	N/A	\$49,268.60	\$49,268.60	N/A	\$49,268.60
FRIEDMAN, WANG & BLEIBERG, P.C.	\$63,909.50	\$38,401.00	\$102,310.50	\$94,630.30	\$7,680.20
ANDERSON, KILL & OLICK, P.C. (as conflicts counsel to the Official Committee of Unsecured Creditors)	N/A	\$129,072.50	\$129,072.50	N/A	\$129,072.50
ANDERSON, KILL & OLICK, P.C. (on behalf of PPM America, Inc. for substantial contribution)	N/A	\$109,187.50	\$109,187.50	N/A	\$109,187.50

Date: December 11, 2002

Initials: ALG