

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

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In re:	)	Chapter 11
	)	
<b>GENUITY, INC., et al.,</b>	)	Case No. 02-43558 (PCB)
	)	
Debtors	)	Jointly Administered

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**ORDER GRANTING APPLICATION BY AP SERVICES, LLC  
FOR ALLOWANCE OF INCENTIVE FEES**

Upon the application of AP Services, LLC (“APS”) for allowance of incentive compensation (the “Application”), as more fully set forth in the Application; and the matter having come to be heard before the Honorable Prudence Carter Beatty, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on the twentieth (20<sup>th</sup>) day of April, 2004; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and after due deliberation and consideration of all of the facts and circumstances in these cases; and upon the record set forth in open court; and it being determined to be in the best interests of the estate, and sufficient cause appearing therefore, it is

ORDERED, that the Application is granted; and it is further

ORDERED, that the Incentive Fee of \$1,200,000 previously paid to APS on December 12, 2003 is hereby approved and allowed; and it is further

ORDERED, that the GLT Liquidating Trust is hereby authorized to pay to APS additional Incentive Fee of \$200,000; and it is further

ORDERED, that the requirement under Local Bankr. R. 9013-1(b) for the service and filing of a separate memorandum of law is satisfied by the Application.

Dated: New York, New York  
May 26, 2004

/s/ Prudence Carter Beatty  
The Honorable Prudence C. Beatty  
United States Bankruptcy Court Judge