

BAKER & McKENZIE  
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Frederick E. Henry  
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Special Counsel for Genuity, Inc. and Subsidiaries,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
In re: : Chapter 11  
: :  
GENUITY INC., et al., : Case No. 02-43558 (PCB)  
: :  
Debtors. : (Jointly Administered)  
: :  
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**FINAL APPLICATION OF  
BAKER & McKENZIE AS SPECIAL COUNSEL TO THE DEBTORS**

Name of Applicant: Baker & McKenzie

Authorized to Provide  
Professional Services to: Genuity Inc., and its subsidiary and affiliate debtors.

Date of Retention Order: January 7, 2003 (Retained as of the Petition Date)

Period for which  
compensation and  
reimbursement are sought: August 1, 2003 through December 2, 2003

Amount of Compensation sought  
as actual, reasonable, and necessary: \$147,472.16

Amount of Expense Reimbursement  
Sought as actual, reasonable, and  
Necessary: \$ 7,136.90



Baker & McKenzie serves as the Debtors' Special Counsel and, from August 1, 2003 through December 2, 2003, has rendered services on the following matters:

<b>Matter Number</b>	<b>Matter Name</b>	<b>Total Hours</b>	<b>Total Fees</b>
000051	Corporate Restructuring	245.8	\$102,578.17
000060	Case Administration	73.6	\$18,092.50
000031	Labor	26.5	\$9,184.51
000062	Genuity France SAS	22.1	\$8,525.00
000048	Guglielmetti Lawsuit	6.7	\$2,519.50
000030	Litigation	5.4	\$2,106.00
000057	Germany/Integra Employees	5.7	\$2,052.92
000034	Genuity COB Compliance	1.5	\$862.60
000004	Switzerland	1.8	\$855.00
000007	Genuity Hong Kong Limited	1.8	\$504.50
000049	UK Pensions Matter	0.7	\$382.66

## DISBURSEMENTS BY MATTER<sup>1</sup>

August 1, 2003 through December 2, 2003.

Matter Number	Matter Name	Total Disbursements
000060	Case Administration	\$2,328.94
000048	Guglielmetti Lawsuit	\$2,038.67
000051	Corporate Restructuring	\$1,868.04
000055	Genuity International	\$558.55
000031	Labor	\$110.98
000025	US Bankruptcy Advice	\$69.20
000004	Switzerland	\$28.10
000061	Genuity International/Data Company	\$26.31
000030	Litigation	\$4.98
000062	Genuity France SAS	\$1.23
000007	Genuity Hong Kong Limited	\$0.77
000034	Genuity COB Compliance	\$0.10

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<sup>1</sup> Baker & McKenzie bills its clients for reasonable charges and disbursements that are incurred in connection with an engagement. Clients are billed for external charges at the actual costs that are charged by third party vendors. The disbursements and charges on this statement are only those that have been booked during the Application Period. As a matter of ordinary course, some charges and disbursements may not actually be recorded until a later time. Baker & McKenzie reserves the right to amend the amounts listed herein to address this category.

Time Summary To Final Application  
Of Baker & McKenzie as Special Counsel to the Debtors

Firm professionals' hourly billing rates are converted to U.S. dollars on a monthly basis. As a result, the hourly billing rates of Firm professionals that practice outside of the U.S. may fluctuate on a month to month basis, depending on the prevailing currency conversion rate that is in effect.

**August 1, 2003 through December 2, 2003**

**Partners and Counsels**

Name of Professional	Bar Admission Date	Position with the Firm	Hourly Billing Rate	Total Hours	Total Compensation Sought
Freedman, David	1987	Partner	\$525.00	28.2	\$14,805.00
Freedman, David	1987	Partner	\$575.00	8.5	\$4,887.50
Brechignac, M-F	1989	Partner	\$540.00	4.4	\$2,376.00
Touraille, Jean Dominique	1982	Partner	\$540.00	4.3	\$2,322.00
Stamato, Anthony	1991	Partner	\$400.00	5.6	\$2,240.00
Broussal, Denise	1991	Partner	\$510.00	4.1	\$2,091.00
Reid, Ira	1988	Of Counsel	\$425.00	4.5	\$1,912.50
Ray, Pierre	1973	Partner	\$570.00	1.7	\$969.00
Henry, Frederick	1972	Partner	\$550.00	1.7	\$935.00
Berni, Markus	1988	Partner	\$475.00	1.8	\$855.00
Semeria, Alberto	1985	Partner	\$405.00	1.3	\$526.50
Samet, Joseph	1975	Partner	\$650.00	0.5	\$325.00
Henry, Frederick	1972	Partner	\$600.00	0.5	\$300.00
Polacco, Giuliana	1994	Partner	\$325.00	0.7	\$227.50
Reid, Ira	1988	Of Counsel	\$450.00	0.3	\$135.00
Samet, Joseph	1975	Partner	\$600.00	0.2	\$120.00
Berni, Markus	1988	Partner	\$465.00	0.2	\$93.00

### Associates

Name of Professional	Bar Admission Date	Position with the Firm	Hourly Billing Rate	Total Hours	Total Compensation
Perry, Jamie W.	1996	Associate	\$551.62	42.1	\$23,223.22
Perry, Jamie W.	1996	Associate	\$563.43	32.8	\$18,480.52
Simms, Jack	2000	Associate	\$225.00	66.3	\$14,917.50
Barbey, Astrid	1994	Associate	\$360.00	24.5	\$8,820.00
Perry, Jamie W.	1996	Associate	\$582.46	13.5	\$7,863.21
Clouet d'Orval, Dominique	1992	Associate	\$390.00	15.8	\$6,162.00
Maes, Dominique	1999	Associate	\$230.00	19.5	\$4,485.00
Lohner, Andreas	1999	Associate	\$339.20	9.2	\$3,120.64
Lunter, Carla	1996	Associate	\$429.00	6.1	\$2,616.90
Lunter, Carla	1996	Associate	\$407.00	6.1	\$2,482.70
Normand, Clotilde	1999	Associate	\$270.00	7.7	\$2,079.00
L'Hoir, Anne	2000	Associate	\$330.00	5.2	\$1,716.00
Jaurett, Alexandre	2000	Associate	\$330.00	4.3	\$1,419.00
Goud, Wytse	2001	Associate	\$237.00	5.3	\$1,256.10
Wolff, Alexander	1999	Associate	\$339.20	3.5	\$1,187.20
Desoutter, Laetitia	2002	Associate	\$240.00	4.2	\$1,008.00
Goud, Wytse	2001	Associate	\$239.00	3.2	\$764.80
Versele, Ann-Francoise	2003	Associate	\$144.00	5.2	\$748.80
Mannino, Vincenzo	1998	Associate	\$220.00	3.3	\$726.00
Lohner, Andreas	1999	Associate	\$368.00	1.8	\$662.40
Wolff, Alexander	1999	Associate	\$368.00	1.8	\$662.40
Lunter, Carla	1996	Associate	\$432.00	1.2	\$518.40
Lohner, Andreas	1999	Associate	\$384.00	0.9	\$346.60
Perry, Jamie W.	1996	Associate	\$593.00	0.5	\$296.50
Sottocasa, Sergio	2000	Associate	\$200.00	1.4	\$280.00
Goud, Wytse	2001	Associate	\$246.00	1.0	\$246.00
Solomon, Mark	1998	Associate	\$551.00	0.4	\$220.40
Wolff, Alexander	1999	Associate	\$508.30	0.4	\$203.32
Maes, Dominique	1999	Associate	\$200.00	1.0	\$200.00
Sanz, Aurora	1995	Associate	\$220.75	0.8	\$176.61
Goud, Wytse	2001	Associate	\$192.00	0.9	\$172.80
Solomon, Mark	1998	Associate	\$540.86	0.3	\$162.26
Paans, John	1995	Associate	\$405.00	0.4	\$162.00
Maes, Dominique	1999	Associate	\$274.00	0.3	\$82.20
Jaurett, Alexandre	2000	Associate	\$330.50	0.2	\$66.00
Isaksson, Kajsa	1999	Associate	\$150.00	0.3	\$45.00

**Paraprofessionals**

<b>Name of Professional</b>	<b>Position with the Firm</b>	<b>Hourly Billing Rate</b>	<b>Total Hours</b>	<b>Total Compensation</b>
Hanifi, Karima	Paralegal	\$120.00	11.0	\$1,320.00
Hern, Fraser	Training Solicitor	\$182.15	6.8	\$1,238.62
Hern, Fraser	Training Solicitor	\$177.08	6.1	\$1,080.19
Leung, Janne	Paralegal	\$190.00	2.1	\$399.00
Serer, Fernando Zanon	Clerk	\$147.16	2.5	\$367.90
Lee, Wendy	Paralegal	\$240.00	1.3	\$312.00
Kwok, Grace	Paralegal	\$385.00	0.5	\$192.50
Harris, Mark	Paralegal	\$273.66	0.4	\$109.46
Kerry, Bill	Paralegal	\$267.93	0.3	\$80.38
Dabydeen, Cecil	Paralegal	\$140.00	0.5	\$70.00
Pollard, Gwyn	Paralegal	\$273.66	0.2	\$54.73
Cervi, Barbara	Law Clerk	\$80.00	0.5	\$40.00

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**SUPPLEMENT TO BAKER & MCKENZIE FINAL FEE APPLICATION**  
**Summary of Costs/Fees From the Petition Date through the Effective Date**

Baker & McKenzie serves as the Debtors' Special Counsel and, during the period beginning with the Petition Date and ending with the Effective Date, has rendered services on the following matters:

<b>Matter Number</b>	<b>Matter Name</b>	<b>Total Hours</b>	<b>Total Fees</b>
000051	Corporate Restructuring	2125.3	\$723,360.78
000060	Case Administration	144.7	\$39,765.50
000057	Germany/Integra Employee Litigation	145.1	\$38,422.39
000061	Genuity International/Data Company	105.1	\$28,480.40
000004	Switzerland	81.6	\$25,589.50
000034	Genuity COB Compliance	58.5	\$21,126.24
000030	Litigation	50.6	\$20,094.28
000001	Audit Request	43.5	\$19,976.22
000031	Labor	69	\$18,670.64
000048	Guglielmetti Lawsuit	31.5	\$9,743.90
000049	UK Pensions Matter	18.3	\$9,027.46
000053	Integra French Insolvency Issues	23	\$8,548.50
000062	Genuity France SAS	22.1	\$8,525.00
287000	Australia	35	\$7,998.50
000052	U.S. Bankruptcy - General	18.8	\$7,329.76
437000	Germany	24.9	\$6,623.50
000007	Genuity Hong Kong Limited	11.4	\$4,475.00
000054	Genuity International/Interxion	20.8	\$3,939.50
000059	Netherlands - Employee Litigation	8.1	\$2,227.50
000056	Hong Kong - Termination	4.0	\$2,001.48
000046	Sweden	10.8	\$1,992.50
000023	Employment - Hong Kong	1.8	\$735.00
000029	Immigration	5.8	\$603.44
000033	SEC Compliance	1.3	\$417.50
000014	U.K. Property	0.6	\$338.06
000021	BELNET Contract Advice	1.5	\$315.00
000036	Degetel	3.5	\$192.50
000041	Intergra-Integra France Separation Issue	0.3	\$118.13
653000	Netherlands - General	0.4	\$92.00



## DISBURSEMENTS BY MATTER<sup>1</sup>

### Petition Date Through Effective Date

Matter Number	Matter Name	Disbursements
000051	Corporate Restructuring	\$9,710.31
000060	Case Administration	\$5,518.90
000048	Guglielmetti Lawsuit	\$3,021.64
000057	Germany/Integra Employees	\$1,449.44
000061	Genuity International/Data Company	\$1,305.00
000007	Genuity Hong Kong Limited	\$1,016.25
000055	Genuity International	\$558.55
000004	Switzerland	\$406.88
000034	Genuity COB Compliance	\$227.70
000030	Litigation	\$191.22
000031	Labor	\$175.16
000052	US Bankruptcy Advice	\$104.03
000001	Audit Request	\$92.06
000053	Integra French Insolvency	\$39.91
653000	Netherlands	\$34.56
437000	Germany	\$29.67
287000	Australia	\$20.52
000014	U.K. Property Matters	\$20.17
000021	BELNET Contract Advice	\$10.45
000041	Integra-Integra France Separation Issue	\$3.15
000062	Genuity France SAS	\$1.23

<sup>1</sup> Baker & McKenzie bills its clients for reasonable charges and disbursements that are incurred in connection with an engagement. Clients are billed for external charges at the actual costs that are charged by third party vendors. The disbursements and charges on this statement are only those that have been booked during the Application Period. As a matter of ordinary course, some charges and disbursements may not actually be recorded until a later time. Baker & McKenzie reserves the right to amend the amounts listed herein to address this category.

Time Summary To Final Application  
Of Baker & McKenzie as Special Counsel to the Debtors

Firm professionals' hourly billing rates are converted to U.S. dollars on a monthly basis. As a result, the hourly billing rates of Firm professionals that practice outside of the U.S. may fluctuate on a month to month basis, depending on the prevailing currency conversion rate that is in effect.

**Petition Date Through Effective Date**

**Partners and Counsels**

Name of Professional	Bar Admission Date	Position with the Firm	Hourly Billing Rate	Total Hours	Total Compensation Sought
Freedman, David	1987	Partner	\$525.00	108.7	\$57,067.50
Goldring, Jeremy	1984	Partner	\$700.05	70.8	\$49,563.54
Goldring, Jeremy	1984	Partner	\$668.87	58.0	\$38,794.47
Henry, Frederick	1972	Partner	\$550.00	51.2	\$28,160.00
Goldring, Jeremy	1984	Partner	\$684.16	23.4	\$16,009.34
Reid, Ira	1988	Of Counsel	\$425.00	32.0	\$13,600.00
Semeria, Alberto	1985	Partner	\$405.00	33.0	\$13,365.00
Goldring, Jeremy	1984	Partner	\$680.22	17.1	\$11,631.76
Berni, Markus	1988	Partner	\$485.00	21.1	\$10,233.50
Stamato, Anthony	1991	Partner	\$375.00	26.4	\$9,900.00
Goldring, Jeremy	1984	Partner	\$671.62	12.6	\$8,462.40
Berni, Markus	1988	Partner	\$480.00	14.5	\$6,960.00
Muto, Yoshiaki	1992	Partner	\$450.00	13.5	\$6,075.00
Freedman, David	1987	Partner	\$575.00	8.5	\$4,887.50
Touraille, Jean-Dominique	1982	Partner	\$450.00	9.9	\$4,455.00
MacLachlan, James	1981	Partner	\$747.56	5.8	\$4,335.84
Stamato, Anthony	1991	Partner	\$400.00	10.8	\$4,320.00
Touraille, Jean-Dominique	1982	Partner	\$495.00	7.4	\$3,663.00
Martins, Jose	1989	Partner	\$310.00	9.8	\$3,038.00
Samet, Joseph	1975	Partner	\$600.00	5.0	\$3,000.00
Touraille, Jean-Dominique	1982	Partner	\$472.50	6.1	\$2,882.25
Touraille, Jean-Dominique	1982	Partner	\$540.00	5.3	\$2,862.00
Freedman, David	1987	Partner	\$498.75	5.1	\$2,543.63
Brechignac, M-F	1989	Partner	\$540.00	4.4	\$2,376.00
Valls, Alejandro	1984	Partner	\$486.22	4.6	\$2,236.62
Lebeau-Marianna, Denise	1994	Partner	\$350.00	6.0	\$2,100.00
Broussal, Denise	1991	Partner	\$510.00	4.1	\$2,091.00
Berni, Markus	1988	Partner	\$450.00	4.2	\$1,890.00
Chapple, Mark D.	1981	Partner	\$285.00	6.6	\$1,881.00

**Partners and Counsels**  
(continued)

Name of Professional	Bar Admission Date	Position with the Firm	Hourly Billing Rate	Total Hours	Total Compensation Sought
Goldring, Jeremy	1984	Partner	\$695.13	2.7	\$1,876.86
McKeating, Siobhan	1992	Partner	\$555.00	3.3	\$1,831.50
Lorenz, Manuel	1991	Partner	\$529.00	3.2	\$1,692.80
Goldring, Jeremy	1984	Partner	\$703.76	2.3	\$1,618.66
Berni, Markus	1988	Partner	\$500.00	3.2	\$1,600.00
Kaestle, Florian	1994	Partner	\$478.50	3.2	\$1,531.20
Broussal, Denise	1991	Partner	\$440.00	2.8	\$1,232.00
De Alfonso, Jesus	1969	Partner	\$490.09	2.5	\$1,225.23
Reinert, Peter	1993	Partner	\$370.00	3.1	\$1,147.00
Kaestle, Florian	1994	Partner	\$452.40	2.5	\$1,131.00
Valls, Alejandro	1984	Partner	\$453.28	2.4	\$1,087.86
Goldring, Jeremy	1984	Partner	\$664.58	1.5	\$996.87
Ray, Pierre	1973	Partner	\$570.00	1.7	\$969.00
Valls, Alejandro	1984	Partner	\$456.57	2.1	\$958.80
Berni, Markus	1988	Partner	\$475.00	1.8	\$855.00
Touraille, Jean-Dominique	1982	Partner	\$517.50	1.5	\$776.25
Preti, Phillippe	1979	Partner	\$420.00	1.7	\$714.00
West, Robert	1978	Partner	\$782.41	0.9	\$704.17
Olivera, Alejandro	1982	Partner	\$350.00	2.0	\$700.00
Broussal, Denise	1991	Partner	\$420.00	1.6	\$672.00
Valls, Alejandro	1984	Partner	\$490.09	1.2	\$588.12
Tan, Poh Lee	1981	Partner	\$580.00	1.0	\$580.00
Amereller, Horst	1964	Of Counsel	\$504.40	1.0	\$504.40
O'Brien, Christine	1987	Partner	\$764.65	0.6	\$458.79
Goto, Yasuyoshi	1991	Partner	\$450.00	1.0	\$450.00
Ray, Pierre	1973	Partner	\$495.00	0.8	\$396.00
Broussal, Denise	1991	Partner	\$480.00	0.8	\$384.00
Gutermann, Arne	1988	Partner	\$375.00	1.0	\$375.00
Broussal, Denise	1991	Partner	\$460.00	0.8	\$368.00
Dittmer, Stefan	1996	Partner	\$407.00	0.9	\$366.30
Sayatz, Andre	1990	Partner	\$407.00	0.8	\$325.60
Samet, Joseph	1975	Partner	\$650.00	0.5	\$325.00
Polacco, Guiliana	1994	Partner	\$325.00	1.0	\$325.00
Barron, Brian	1993	Partner	\$515.00	0.6	\$309.00
MacLachlan, James	1981	Partner	\$750.63	0.4	\$300.25
Henry, Frederick	1972	Partner	\$600.00	0.5	\$300.00

## Partners and Counsels

(continued)

Name of Professional	Bar Admission Date	Position with the Firm	Hourly Billing Rate	Total Hours	Total Compensation Sought
Guardiola, Fermin	1987	Partner	\$478.00	0.6	\$286.80
Gassmann, Richard	1996	Partner	\$350.00	0.8	\$280.00
Brechignac, M-F	1989	Partner	\$510.00	0.5	\$255.00
Broussal, Denise	1991	Partner	\$400.00	0.6	\$240.00
Valls, Alejandro	1984	Partner	\$446.57	0.5	\$223.29
West, Robert	1978	Partner	\$742.77	0.3	\$222.83
Ray, Pierre	1973	Partner	\$517.50	0.4	\$207.00
Brembati, Fabio	1985	Partner	\$492.00	0.4	\$196.80
Ferreira, Antonio	1976	Partner	\$380.00	0.5	\$190.00
Slowinski, Richard L.	1991	Partner	\$455.00	0.4	\$182.00
Chmelev, Alexander	1986	Partner	\$525.00	0.3	\$157.50
O'Brien, Christine	1987	Partner	\$782.41	0.2	\$156.48
Strivens, Peter	1984	Partner	\$720.23	0.2	\$144.05
Bauer, Sten	1991	Partner	\$350.00	0.4	\$140.00
Brembati, Fabio	1985	Partner	\$462.00	0.3	\$138.60
Brembati, Fabio	1985	Partner	\$459.00	0.3	\$137.70
Reid, Ira	1988	Of Counsel	\$450.00	0.3	\$135.00
Ghysbrecht, Jacques	1964	Partner	\$432.00	0.3	\$129.60
Lebeau-Marianna, Denise	1994	Partner	\$393.75	0.3	\$118.13
Sculier, Pierre-Hubert	1977	Partner	\$375.00	0.3	\$112.50
Deilmann, Barbara	1991	Partner	\$478.50	0.2	\$95.70
Berni, Markus	1988	Partner	\$465.00	0.2	\$93.00
Suess, Stefan	1998	Partner	\$368.00	0.2	\$73.60
De Raeve, Antoine	1991	Partner	\$350.00	0.2	\$70.00
Van Hoorebeke, Annick	1991	Partner	\$275.00	0.2	\$55.00
Troy, Dominique	1994	Partner	\$450.00	0.1	\$45.00
Lechien, Dominique	1980	Partner	\$375.00	0.1	\$37.50

**Associates**

<b>Name of Professional</b>	<b>Bar Admission Date</b>	<b>Position with the Firm</b>	<b>Hourly Billing Rate</b>	<b>Total Hours</b>	<b>Total Compensation Sought</b>
Perry, Jamie W.	1996	Associate	\$560.18	82.3	\$46,102.81
Perry, Jamie W.	1996	Associate	\$579.57	71.0	\$41,149.50
Perry, Jamie W.	1996	Associate	\$572.46	66.1	\$37,839.62
Perry, Jamie W.	1996	Associate	\$551.62	42.1	\$23,223.22
Kurt Elli, Joanne	2001	Associate	\$387.09	58.9	\$22,799.60
Perry, Jamie W.	1996	Associate	\$563.43	32.8	\$18,480.52
Kurt Elli, Joanne	2001	Associate	\$369.85	49.7	\$18,381.58
Wolff, Alexander	1999	Associate	\$324.50	48.4	\$15,705.80
Biolchini, Massimiliano	1995	Associate	\$280.00	55.0	\$15,400.00
Simms, Jack	2000	Associate	\$225.00	66.3	\$14,917.50
Barbey, Astrid	1994	Associate	\$360.00	39.9	\$14,634.00
Kurt Elli, Joanne	2001	Associate	\$378.30	29.7	\$11,235.51
Clouet d'Orval, Dominique	1992	Associate	\$390.00	28.4	\$11,076.00
Kas, Karianne	1997	Associate	\$275.00	39.2	\$10,780.00
Wolff, Alexander	1999	Associate	\$339.20	30.5	\$10,345.60
Lohner, Andreas	1999	Associate	\$339.20	30.5	\$10,345.60
Perry, Jamie W.	1996	Associate	\$553.10	17.3	\$9,568.63
Hilgers, Judith	2000	Associate	\$310.50	29.2	\$9,066.60
Barbey, Astrid	1994	Associate	\$330.00	25.1	\$8,283.00
Simms, Jack	2000	Associate	\$210.00	38.5	\$8,085.00
Perry, Jamie W.	1996	Associate	\$582.46	13.5	\$7,863.21
Chua, Felicia	1997	Associate	\$472.14	16.5	\$7,790.31
Barbieri, Simona	2002	Associate	\$185.00	38.7	\$7,159.50
Bazelmans, Janneke M.	2002	Associate	\$216.00	32.1	\$6,933.60
Maes, Dominique	1999	Associate	\$200.00	34.0	\$6,800.00
Maes, Dominique	1999	Associate	\$230.00	28.6	\$6,578.00
Cheung, Kwun-Yee	1997	Associate	\$395.00	15.2	\$6,004.00
van de Water, Ernst	1998	Associate	\$349.00	15.6	\$5,444.40
Gor, Leo	1992	Associate	\$215.00	19.8	\$4,257.00
Jaurett, Alexandre	2000	Associate	\$330.00	12.8	\$4,224.00
Nielsen, Brigitte	1998	Associate	\$200.00	21.1	\$4,220.00
Kurnatowska, Monica	1997	Associate	\$523.18	7.9	\$4,133.12
van de Water, Ernst	1998	Associate	\$346.00	11.9	\$4,117.40
Mannino, Vincenzo	1998	Associate	\$220.00	18.6	\$4,092.00
Kurt Elli, Joanne	2001	Associate	\$367.47	11.1	\$4,078.92
Havey, Heath	1999	Associate	\$300.00	13.1	\$3,930.00
Oreel, Aedzer	2003	Associate	\$130.00	29.0	\$3,770.00
Jaurett, Alexandre	2000	Associate	\$302.50	12.1	\$3,660.25
Isaksson, Kajsa	1999	Associate	\$180.00	20.2	\$3,636.00

**Associates**  
(continued)

Name of Professional	Bar Admission Date	Position with the Firm	Hourly Billing Rate	Total Hours	Total Compensation Sought
Solomon, Mark	1998	Associate	\$494.15	7.3	\$3,607.30
Barbey, Astrid	1994	Associate	\$315.00	10.7	\$3,370.50
Wolff, Alexander	1999	Associate	\$306.80	10.7	\$3,282.76
Hilgers, Judith E.	2000	Associate	\$280.80	11.3	\$3,173.04
Lunter, Carla	1996	Associate	\$373.00	8.0	\$2,984.00
Lunter, Carla	1996	Associate	\$371.00	8.0	\$2,968.00
Lunter, Carla	1996	Associate	\$414.00	6.8	\$2,815.20
Lunter, Carla	1996	Associate	\$295.00	9.5	\$2,802.50
de Kok, Lex	2000	Associate	\$421.00	6.6	\$2,778.60
Bazelmans, Janneke M.	2002	Associate	\$218.00	12.5	\$2,725.00
Tanisasa, Takafumi	2002	Associate	\$220.00	12.1	\$2,662.00
Lunter, Carla	1996	Associate	\$429.00	6.1	\$2,616.90
Lunter, Carla	1996	Associate	\$407.00	6.1	\$2,482.70
Rath, Regina	2000	Associate	\$310.50	7.8	\$2,421.90
van de Water, Ernst	1998	Associate	\$358.00	6.4	\$2,291.20
Barbey, Astrid	1994	Associate	\$275.00	8.2	\$2,255.00
Toro, Angela	1994	Associate	\$233.92	9.5	\$2,222.24
Conradi, Ulrike	1999	Associate	\$324.50	6.8	\$2,206.60
L'Hoir, Anne	2000	Associate	\$225.00	9.8	\$2,205.00
Pannatier, Serge	1999	Associate	\$280.00	7.5	\$2,100.00
Normand, Clotilde	1999	Associate	\$270.00	7.7	\$2,079.00
Prieto, Jose	2000	Associate	\$188.00	10.6	\$1,992.80
Kas, Karianne	1997	Associate	\$345.00	5.6	\$1,932.00
Van der Reijt, Maaïke	2000	Associate	\$229.00	8.4	\$1,923.60
Clouet d'Orval, Dominique	1992	Associate	\$373.75	5.1	\$1,906.15
Cleary, Gaibrelle	1994	Associate	\$240.00	7.8	\$1,872.00
L'Hoir, Anne	2000	Associate	\$330.00	5.6	\$1,848.00
L'Hoir, Anne	2000	Associate	\$288.75	6.3	\$1,819.13
Bazelmans, Janneke M.	2002	Associate	\$235.00	7.7	\$1,809.50
Fiorelli, Gaetano	1999	Associate	\$210.00	8.6	\$1,806.00
Solomon, Mark	1998	Associate	\$480.15	3.7	\$1,776.57
Hilgers, Judith	2000	Associate	\$297.00	5.9	\$1,752.30
Yee, Edwin C.	1997	Associate	\$385.00	4.5	\$1,732.50
Quintanat, Martin	1997	Associate	\$160.00	10.8	\$1,728.00
van de Water, Ernst	1998	Associate	\$344.00	5.0	\$1,720.00
Lunter, Carla	1996	Associate	\$255.00	6.6	\$1,683.00
Isaksson, Kajsa	1999	Associate	\$198.00	8.3	\$1,643.40
Fiorelli, Gaetano	1999	Associate	\$190.00	8.5	\$1,615.00

**Associates**  
(continued)

Name of Professional	Bar Admission Date	Position with the Firm	Hourly Billing Rate	Total Hours	Total Compensation Sought
Ruiz-Camara, Jose Felix	1995	Associate	\$253.00	6.2	\$1,568.60
Watanabe, Yoko	2000	Associate	\$280.00	5.3	\$1,484.00
Lunter, Carla	1996	Associate	\$435.00	3.4	\$1,479.00
Conradi, Ulrike	1999	Associate	\$339.20	4.3	\$1,458.56
Rios Farjat, Ana Margarita	1996	Associate	\$155.00	9.2	\$1,426.00
Isgren, Anders	1996	Associate	\$210.00	6.7	\$1,407.00
Jaurett, Alexandre	2000	Associate	\$288.75	4.7	\$1,357.13
Merz, Suzanne	2002	Associate	\$230.00	5.9	\$1,357.00
Oreel, Aedzer	2003	Associate	\$165.00	8.2	\$1,353.00
Prieto, Jose	2000	Associate	\$219.00	5.9	\$1,292.10
Goud, Wytse	2001	Associate	\$237.00	5.3	\$1,256.10
Chiodina, Pierangelo	1996	Associate	\$280.00	4.3	\$1,204.00
de Kok, Lex	2000	Associate	\$425.00	2.7	\$1,147.50
Ghidalia, Frederic	1995	Associate	\$412.50	2.5	\$1,031.25
Desoutter, Laetitia	2002	Associate	\$240.00	4.2	\$1,008.00
Hart, Richard	1996	Associate	\$576.51	1.7	\$980.07
Kas, Karianne	1997	Associate	\$255.00	3.7	\$943.50
Hermann, Arnd	2001	Associate	\$254.80	3.7	\$942.76
Prud'hon, Stephanie	2001	Associate	\$165.00	5.7	\$940.50
de Kok, Lex	2000	Associate	\$420.00	2.1	\$882.00
L'Hoir, Anne	2000	Associate	\$302.50	2.9	\$877.25
Wilson, Kristy	1994	Associate	\$563.43	1.5	\$845.15
Lemin, Jae	1994	Associate	\$295.00	2.8	\$826.00
Valera, Enrique	1991	Associate	\$287.00	2.8	\$803.60
Gardner, Chris	2001	Associate	\$410.87	1.9	\$780.65
Hilgers, Judith E.	2000	Associate	\$297.00	2.6	\$772.20
Goud, Wytse	2001	Associate	\$150.00	5.1	\$765.00
Goud, Wytse	2001	Associate	\$239.00	3.2	\$764.80
Paans, John	1995	Associate	\$400.00	1.9	\$760.00
van de Water, Ernst	1998	Associate	\$230.00	3.3	\$759.00
Versele, Ann-Francoise	2003	Associate	\$144.00	5.2	\$748.80
Schwartzmann, Lara	2000	Associate	\$170.00	4.3	\$731.00
van de Water, Ernst	1998	Associate	\$250.00	2.9	\$725.00
Solomon, Mark	1998	Associate	\$482.94	1.5	\$724.41
Rath, Regina	2000	Associate	\$280.80	2.5	\$702.00
Goud, Wytse	2001	Associate	\$188.00	3.7	\$695.60
Lemoine, Marie-Alix	2001	Associate	\$192.50	3.6	\$693.00
Boulbin, Aurelie	2003	Associate	\$157.50	4.4	\$693.00

**Associates**  
(continued)

Name of Professional	Bar Admission Date	Position with the Firm	Hourly Billing Rate	Total Hours	Total Compensation Sought
Thomson, James	2000	Associate	\$444.74	1.5	\$667.11
Wolff, Alexander	1999	Associate	\$368.00	1.8	\$662.40
Lohner, Andreas	1999	Associate	\$368.00	1.8	\$662.40
Paans, John	1995	Associate	\$414.00	1.5	\$621.00
Bazelmans, Janneke M.	2002	Associate	\$224.00	2.7	\$604.80
Parr, Sam	2001	Associate	\$400.13	1.5	\$600.20
Sottocasa, Sergio	2000	Associate	\$200.00	3.0	\$600.00
Kurnatowska, Monica	1997	Associate	\$535.33	1.1	\$588.86
Kas, Karianne	1997	Associate	\$344.00	1.7	\$584.80
Celaya, Sofia	2002	Associate	\$143.49	4.0	\$573.96
Clouet d'Orval, Dominique	1992	Associate	\$357.50	1.6	\$572.00
Meeus, Luc	1998	Associate	\$250.00	2.2	\$550.00
Jaurett, Alexandre	2000	Associate	\$316.25	1.7	\$537.63
Goud, Wytse	2001	Associate	\$189.00	2.8	\$529.20
Lunter, Carla	1996	Associate	\$432.00	1.2	\$518.40
Wolanski, Philippe	2002	Associate	\$225.00	2.3	\$517.50
Goud, Wytse	2001	Associate	\$145.00	3.4	\$493.00
Toro, Angela	1994	Associate	\$239.15	2.0	\$478.30
Pichard, Sylvain	2002	Associate	\$258.75	1.8	\$465.75
Aquillue, Gemma	2002	Associate	\$140.35	3.3	\$463.16
Chua, Felicia	1997	Associate	\$494.15	0.9	\$444.74
Prud'hon, Stephanie	2001	Associate	\$157.50	2.7	\$425.25
Murty, Jessica	2002	Associate	\$145.00	2.9	\$420.50
Rosekat, Jeffrey	2000	Associate	\$143.00	2.9	\$414.70
Oreel, Aedzer	2003	Associate	\$161.00	2.5	\$402.50
Van Dale, Jennifer	1999	Associate	\$335.00	1.2	\$402.00
Metson, Nicholas	1997	Associate	\$335.00	1.2	\$402.00
Sanz, Aurora	1995	Associate	\$210.53	1.9	\$400.01
Raimondo, Alessia	2001	Associate	\$160.00	2.3	\$368.00
Gimeno, Santiago	2003	Associate	\$111.00	3.3	\$366.30
Jaurett, Alexandre	2000	Associate	\$250.00	1.4	\$350.00
Lohner, Andreas	1999	Associate	\$384.00	0.9	\$346.60
Martinez, Manuel	1991	Associate	\$343.83	1.0	\$343.83
Hart, Richard	1996	Associate	\$563.43	0.6	\$338.06
Webb, Louise	1998	Associate	\$480.15	0.7	\$336.11
Solomon, Mark	1998	Associate	\$330.50	0.7	\$330.50
Solomon, Mark	1998	Associate	\$469.12	0.7	\$328.38
King-Cabot, Isabel	2000	Associate	\$288.75	1.1	\$317.63



**Associates**  
(continued)

Name of Professional	Bar Admission Date	Position with the Firm	Hourly Billing Rate	Total Hours	Total Compensation Sought
L'Hoir, Anne	2000	Associate	\$316.25	1.0	\$316.25
Kurnatowska, Monica	1997	Associate	\$511.49	0.6	\$306.90
Zenarruza, Andres	2000	Associate	\$120.00	2.5	\$300.00
Widholm, Johan	1993	Associate	\$250.00	1.2	\$300.00
Ruiz-Sanchez, Juan	1997	Associate	\$150.00	2.0	\$300.00
van Agteren, Robert	1996	Associate	\$371.00	0.8	\$296.80
Perry, Jamie W.	1996	Associate	\$593.00	0.5	\$296.50
Vaccari, Stephanie	1997	Associate	\$208.00	1.4	\$291.20
Lunter, Carla	1996	Associate	\$403.00	0.7	\$282.10
Barbey, Astrid	1994	Associate	\$345.00	0.8	\$276.00
de Kok, Lex	2000	Associate	\$330.00	0.8	\$264.00
Cotie, Marc	2000	Associate	\$175.00	1.5	\$262.50
Sanz, Aurora	1995	Associate	\$213.69	1.2	\$256.44
Asplund, Henrik	1994	Associate	\$233.00	1.1	\$256.30
Paans, John	1995	Associate	\$426.00	0.6	\$255.60
Bexelius, Fredrik	1996	Associate	\$180.00	1.4	\$252.00
Goud, Wytse	2001	Associate	\$246.00	1.0	\$246.00
Mussi, Graciana	1999	Associate	\$200.00	1.2	\$240.00
van de Water, Ernst	1998	Associate	\$377.00	0.6	\$226.20
Helbling, Frederic	1998	Associate	\$280.00	0.8	\$224.00
Solomon, Mark	1998	Associate	\$551.00	0.4	\$220.40
Wolff, Alexander	1999	Associate	\$508.30	0.4	\$203.32
Vaccari, Stephanie	1997	Associate	\$199.00	1.0	\$199.00
Gimeno, Santiago	2003	Associate	\$138.00	1.4	\$193.20
Van der Reijt, Maaike	2000	Associate	\$175.00	1.1	\$192.50
Toro, Angela	1994	Associate	\$256.72	0.7	\$179.70
Vaccari, Stephanie	1997	Associate	\$177.00	1.0	\$177.00
Sanz, Aurora	1995	Associate	\$220.75	0.8	\$176.61
Sims, Clifford	1996	Associate	\$576.51	0.3	\$172.95
Meeus, Luc	1998	Associate	\$288.00	0.6	\$172.80
Goud, Wytse	2001	Associate	\$192.00	0.9	\$172.80
Farjat, Ana	1996	Associate	\$155.00	1.1	\$170.50
Lunter, Carla	1996	Associate	\$426.00	0.4	\$170.40
Solomon, Mark	1998	Associate	\$540.86	0.3	\$162.26
Paans, John	1995	Associate	\$405.00	0.4	\$162.00
Heinberg, Rodrigo	1999	Associate	\$176.00	0.8	\$140.80
Sanz, Aurora	1995	Associate	\$229.22	0.6	\$137.52
Cabanas, Josep	1986	Associate	\$322.86	0.4	\$129.14

**Associates**  
(continued)

Name of Professional	Bar Admission Date	Position with the Firm	Hourly Billing Rate	Total Hours	Total Compensation Sought
Paans, John	1995	Associate	\$315.00	0.4	\$126.00
Gautier, Rodolphe	2001	Associate	\$250.00	0.5	\$125.00
Kas, Karianne	1997	Associate	\$386.00	0.3	\$115.80
de Tombe, Jan-Willem	1998	Associate	\$255.00	0.4	\$102.00
Sanz, Aurora	1995	Associate	\$202.11	0.5	\$101.06
VanDale, Jennifer	1999	Associate	\$335.00	0.3	\$100.50
Conradi, Michael	1998	Associate	\$480.15	0.2	\$96.03
Rietbroek, Patrick	2000	Associate	\$230.00	0.4	\$92.00
Moscarelli, Alessandra	2000	Associate	\$170.00	0.5	\$85.00
Maes, Dominique	1999	Associate	\$274.00	0.3	\$82.20
Barreda, Esteban	1995	Associate	\$260.00	0.3	\$78.00
Mussi, Graciana	1999	Associate	\$190.00	0.4	\$76.00
Martinez, German	2001	Associate	\$151.00	0.5	\$75.50
Van der Reijt, Maaïke	2000	Associate	\$241.00	0.3	\$72.30
Jaurett, Alexandre	2000	Associate	\$330.50	0.2	\$66.00
Goud, Wytse	2001	Associate	\$191.00	0.3	\$57.30
Sims, Clifford	1996	Associate	\$547.30	0.1	\$54.73
Isaksson, Kajsa	1999	Associate	\$150.00	0.3	\$45.00
Clouet d'Orval, Dominique	1992	Associate	\$341.25	0.1	\$34.13

### Paraprofessionals

Name	Title	Rate	Hours	Total Fees
Watson, Natasha	Training Solicitor	\$265.61	28.6	\$7,596.45
Knigge, Tineke	Training Solicitor	\$258.18	12.8	\$3,304.70
Hong Kong Corporate	N/A	\$2430 (flat fee)	N/A	\$2,430.00
Watson, Natasha	Training Solicitor	\$258.18	7.9	\$2,039.62
Silva, Matthew	Training Solicitor	\$177.08	10.1	\$1,788.51
Watson, Natasha	Training Solicitor	\$271.78	5.9	\$1,603.50
Hong Kong Corporate	N/A	\$1520 (Flat Fee)	N/A	\$1,520.00
Leung, Janne	Paralegal	\$190.00	7.6	\$1,444.00
Hanifi, Karima	Paralegal	\$120.00	11.5	\$1,380.00
Hanifi, Karima	Paralegal	\$120.00	11.0	\$1,320.00
Paris Law Clerk	Clerk	\$80.00	23.4	\$1,287.00
Hern, Fraser	Training Solicitor	\$182.15	6.8	\$1,238.62
Lee, Wendy	Paralegal	\$240.00	4.8	\$1,152.00
Kwok, Grace	Paralegal	\$385.00	2.9	\$1,116.50
Hern, Fraser	Training Solicitor	\$177.08	6.1	\$1,080.19
Redeker, Caroline	Law Clerk	\$120.75	8.5	\$1,026.38
Hanifi, Karima	Paralegal	\$115.00	7.5	\$862.50
Hanifi, Karima	Paralegal	\$110.00	6.6	\$726.00
Solomon, Mark	Paralegal	\$538.17	1.3	\$699.63
Hufschmid, Daniel	Law Clerk	\$150.00	4.5	\$675.00
Mizushima, Shoji	Clerk	\$380.00	1.5	\$570.00
Wilke, Sebastian	Law Clerk	\$115.50	4.5	\$519.75
Denece, J.	Paralegal	\$105.00	4.8	\$504.00
Ben-Asher, David	Translator	\$142.00	3.5	\$497.00
Huntington, John	Other	\$109.98	3.9	\$428.92
Paris Law Clerk	Clerk	\$45.00	9.4	\$423.00
Zurich Corporate Dept.	Clerk	\$150.00	2.5	\$375.00
Serer, Fernando Zanon	Clerk	\$147.16	2.5	\$367.90
Mellor, Andrew	Translator	\$140.00	2.6	\$364.00
Hastings, Heidi	Paralegal	\$140.00	2.4	\$336.00
SP Junior Clerk	Clerk	\$60.00	5.3	\$318.00
Serer, Fernando Zanon	Clerk	\$142.46	2.2	\$313.41
Vegter, Nynke	Notary	\$260.00	1.2	\$312.00
Muller, Rosemarie	Paralegal	\$210.00	1.3	\$273.00
Serer, Fernando Zanon	Clerk	\$152.81	1.7	\$259.78
Molnar, Debra	Clerk	\$142.00	1.8	\$255.60
Dabydeen, Cecil	Paralegal	\$140.00	1.8	\$252.00
Cooray, Dilrukshi	Training Solicitor	\$170.00	1.4	\$238.00
Solomon, Mark	Paralegal	\$490.68	0.4	\$196.27
Paris Law Clerk	Clerk	\$55.00	3.5	\$192.50
Serer, Fernando Zanon	Clerk	\$134.74	1.3	\$175.16

**Paraprofessionals**

(continued)

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total Fees</b>
Vegter, Nynke	Notary	\$341.00	0.5	\$170.50
Molnar, Debra	Clerk	\$140.00	1.1	\$154.00
Sanderson, Kathleen	Paralegal	\$140.00	1.1	\$132.00
Paralegal 1 Madrid Corporate	Clerk	\$178.00	0.7	\$124.60
Richini, Claudio	Clerk	\$80.00	1.5	\$120.00
Harris, Mark	Paralegal	\$273.66	0.4	\$109.46
Paris Law Clerk	Clerk	\$52.50	2.0	\$105.00
Muller, Rosemarie	Paralegal	\$200.00	0.5	\$100.00
Denece, J.	Paralegal	\$99.44	1.0	\$99.44
Wong, Cecila	Paralegal	\$135.00	0.7	\$94.50
Clerk Madrid Administrator	Clerk	\$94.00	1.0	\$94.00
Huntington, John Stephen	Clerk	\$101.01	0.8	\$80.81
Kerry, Bill	Paralegal	\$267.93	0.3	\$80.38
Huntington, John	Other	\$110.85	0.7	\$77.60
Serer, Fernando Zanon	Clerk	\$143.49	0.5	\$71.75
Dabydeen, Cecil	Paralegal	\$140.00	0.5	\$70.00
Molnar, Debra	Clerk	\$110.00	0.6	\$66.00
Harris, Mark	Paralegal	\$281.50	0.2	\$56.30
Pollard, Gwyn	Paralegal	\$273.66	0.2	\$54.73
Bunnemann, Jan	Clerk	\$109.20	0.5	\$54.60
Harris, Mark	Paralegal	\$256.08	0.2	\$51.22
Kerry, Bill	Paralegal	\$252.84	0.2	\$50.57
Madrid Admin.	Paralegal	\$94.00	0.5	\$47.00
Molnar, Debra	Clerk	\$145.00	0.3	\$43.50
De Boer, Anke	Translator	\$145.00	0.3	\$43.50
Cervi, Barbara	Law Clerk	\$80.00	0.5	\$40.00
Savstrom, Ulla	Paralegal	\$128.00	0.3	\$38.40
Barcelona Corporate	Paralegal	\$70.66	0.5	\$35.33
Savstrom, Ulla	Paralegal	\$115.00	0.3	\$34.50
Pollard, Gwyn	Paralegal	\$281.50	0.1	\$28.15
Harris, Mark	Paralegal	\$263.55	0.1	\$26.36
Cantalamesa, Olivia	Clerk	\$80.00	0.3	\$24.00
Campagnoli, Alice	Law Clerk	\$80.00	0.3	\$24.00
Walker, Kellye	Clerk	\$70.00	0.3	\$21.00

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Anthony G. Stamato

Special Counsel for Genuity, Inc. and Subsidiaries,  
Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
In re: : Chapter 11  
: :  
GENUITY INC., et al., : Case No. 02-43558 (PCB)  
: :  
Debtors. : (Jointly Administered)  
: :  
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**FINAL APPLICATION OF BAKER & MCKENZIE SEEKING  
ALLOWANCE OF INTERIM COMPENSATION AND  
REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. §§ 330 AND 331**

Baker & McKenzie (the “Firm”), special counsel for Genuity, Inc. and certain of its subsidiaries, debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), hereby submits this application (the “Final Application”) seeking final allowance of compensation and reimbursement of expenses pursuant to 11 U.S.C. §§ 330 and 331 for the period August 1, 2003 through December 2, 2003 (the “Final Application Period”). The Firm submits this Final Application for (a) allowance of reasonable compensation for professional services rendered by the Firm to the Debtors in these bankruptcy cases and (b) reimbursement of actual and necessary charges and disbursements incurred by the Firm in providing professional

services on behalf of the Debtors. In support of this Final Application, the Firm represents as follows:

### **Background**

1. On November 27, 2002 (the “Petition Date”), the Debtors each filed a voluntary petition in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq., as amended (the “Bankruptcy Code”).

2. No trustee or examiner was appointed in the Debtors’ chapter 11 cases. On December 5, 2002, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Creditors’ Committee”) in these chapter 11 cases.

3. On January 24, 2003, this Court entered an order authorizing the Debtors to sell substantially all their assets to Level 3 Communications and its assignee, Greenland Managed Services, LLC (the “Sale”). The Sale closed on February 4, 2003 (the “Closing Date”). Since the Closing Date, the Debtors have focused attention on the wind-up and liquidation of their remaining assets, as well as on issues concerning administration of the bankruptcy cases.

4. By its order dated November 21, 2003 (the “Confirmation Order”), this Court confirmed the Debtors’ Joint Consolidation Plan of Liquidation, as Modified (the “Plan”). The Confirmation Order is located at Docket Item No. 1830; the Plan is located at Docket Item No. 1807. Pursuant to the Plan, the GLT Liquidating Trust has been established and all of the Debtors’ right, title and interest in, to, and under and in connection with the Debtors’ assets, except those assets distributed on the Effective Date, have been transferred and assigned to the GLT Liquidating Trust. The GLT Liquidating Trust has also succeeded any ongoing litigation involving the Debtors. See Plan, Ex. A, at Article 4, paragraph (p).

5. On or about December 4, 2003, the Debtors and attorneys for the GLT Liquidating Trust filed the Notice of Occurrence of the Effective Date of Joint Consolidated Plan of Liquidation, as Modified, of Genuity, Inc. and its Debtor Subsidiaries and Notice of Bar Dates for Certain Claims (the "Notice"). The Notice is located at Docket Item No. 1843. Pursuant to the provisions of the Plan, and as set forth in the Notice, the Effective Date occurred on December 2, 2003 and the Bar Date for Professional Fee Claims is set as January 2, 2004.

#### **Jurisdiction**

6. This Court has jurisdiction over this Final Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of these cases in this district is proper pursuant to 28 U.S.C §§ 1408 and 1409. The statutory predicates for the relief sought herein are Sections 330 and 331 of the Bankruptcy Code.

7. This Final Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases, adopted by this 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 the Firm's compliance with the Guidelines is attached hereto as Exhibit A.

#### **Retention of the Firm**

8. On the Petition Date, an application was filed (the "Retention Application"), seeking approval of the Debtors' retention of the Firm as Special Counsel, to perform certain legal services that were necessary to assist the Debtors in connection with their chapter 11 cases.

Specifically, the Retention Application contemplated that the Firm would provide counsel to the Debtors on issues relating to their extensive network of non-U.S. affiliates.

9. On January 7, 2003, this Court entered an order (the “Retention Order”) authorizing the Debtors to employ the Firm as their Special Counsel under the terms set forth in the Retention Application. The Retention Order provided, among other things, that: (i) the Firm would be compensated in accordance with the procedures set forth in Bankruptcy Code Sections 330 and 331, applicable Federal Rules of Bankruptcy Procedures and any pertinent Local Rules of practice and (ii) the Firm would be authorized to apply amounts that were held on deposit to pay the Final Billed Amount (as that term is defined in the Retention Application), and to hold any balance as a postpetition retainer to be applied towards unpaid fees, expenses and disbursements that were approved by the Court in connection with the Firm’s fee application in the Debtors’ bankruptcy cases (the “Unapplied Balance”). As of the date of this Final Application, the Unapplied Balance being held by the Firm is \$74,694.47. Copies of the Retention Order, the Retention Application and affidavit in support of the Retention Application are attached hereto as Exhibit B.

10. On January 7, 2003, this Court entered an Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Professionals (the “Interim Compensation Order”). A copy of the Interim Compensation Order is attached hereto as Exhibit C.

#### **Prior Fee Applications**

11. On or about April 28, 2003 the Firm filed its First Interim Application for Allowance of Fees and Expenses Under 11 U.S.C. §§ 330 and 331 for the period November 28, 2002 through March 31, 2003 (the “First Interim Application”). The First Interim Application is



located at Docket No. 803. Upon discussion with representatives of the United States Trustee's Office, the Firm amended its First Interim Application to request allowance of fees and expenses for services performed during the period ending February 28, 2003.<sup>1</sup> In the First Interim Application, as amended, the Firm requested allowance of fees and expenses in the amount of \$331,891.19; of that amount, \$324,737.44 represented fees for professional services and \$7,153.75 represented actual and necessary expenses incurred on behalf of the Debtors' estates during the First Interim Application Period.

12. At the June 11, 2003 Omnibus Hearing in these proceedings, this Court approved the Firm's First Interim Application. On or about June 13, 2003, this Court entered an Order Awarding Interim Compensation for Professional Services and for Reimbursement of Actual and Necessary Expenses (the "June 13 Order"). Among other things, the June 13 Order approved the Firm's First Interim Fee Application and, subject to final allowance, approved the Firm's requests for (i) interim compensation in the amount of \$324,737.44 for actual, necessary professional services; and (ii) reimbursement of \$7,153.75 for actual and necessary expenses. The June 13 Order is located at Docket Item No. 1285.

13. On September 24, 2003 the Firm filed its Second Interim Application for Allowance of Fees and Expenses Under 11 U.S.C. §§ 330 and 331 for the period March 1, 2003 through July 31, 2003 (the "Second Interim Application"). The Second Interim Application is located at Docket No. 1653. In the Second Interim Application, as subsequently amended, the Firm requested allowance of fees and expenses in the amount of \$546,814.91; of that amount, \$537,329.38 represented fees for professional services and \$10,626.41 represented actual and

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<sup>1</sup> Subsequent to submission of the First Interim Application, the Firm ascertained that a prepetition invoice, in the amount of \$4,883.82, was inadvertently included in the First Interim Application. The Firm notified Debtors' counsel and representatives of the United States Trustee's Office, and withdrew this invoice from the relief sought in the First Interim Application.

necessary expenses incurred on behalf of the Debtors' estates during the Second Interim Application Period.

14. At the October 22, 2003 Omnibus Hearing in these proceedings, this Court approved the Firm's Second Interim Application. On or about October 23, 2003, this Court entered an Order Awarding Interim Compensation for Professional Services and for Reimbursement of Actual and Necessary Expenses (the "October 23 Order"). Among other things, the October 23 Order approved the Firm's Second Interim Fee Application and, subject to final allowance, approved the Firm's requests for (i) interim compensation in the amount of \$537,329.38 for actual, necessary professional services; and (ii) reimbursement of \$9,485.53 for actual and necessary expenses. The October 23 Order is located at Docket Item Number 1742.

15. The Firm's First Interim Application and Second Interim Application, as approved by the Court's June 13 and October 23 Orders, respectively, reflect payment on invoices from the Debtors, as set forth below:

<u>Statement Date</u>	<u>Fees</u>	<u>Expenses</u>	<u>Total Fees &amp; Expenses</u>	<u>Cumulative Total</u>	<u>Payments Received From Debtors</u>
1/23/2003	\$53,378.28	\$3,354.90	\$56,733.18	\$56,733.18	\$56,733.18
2/14/2003	\$114,970.44	\$1,178.51	\$116,148.95	\$172,882.13	\$116,148.95
3/13/2003	\$156,388.72	\$2,620.34	\$159,009.06	\$331,891.19	\$159,009.06
4/7/2003	\$140,022.00	\$775.26	\$140,797.26	\$472,668.45	\$140,797.26
5/9/2003	\$102,111.21	\$1,465.10	\$103,576.31	\$576,264.76	\$103,576.31
6/20/2003	\$114,459.78	\$3,043.30	\$117,503.08	\$693,767.84	\$117,503.08
7/17/2003	\$98,965.75	\$1,838.14	\$100,803.89	\$794,571.73	\$100,803.89
8/19/2003	\$81,770.64	\$2,363.73	\$84,134.37	\$878,706.10	\$84,134.37

16. Subsequent to the Second Interim Application, the Firm determined that certain of its foreign offices inadvertently designated professional service (non-legal) expenses as "Outside Counsel" expense items on certain of the Firm's statements issued to the Debtors. For instance, the statement dated May 9, 2003, includes an expense in the amount of \$661.74, inadvertently

designated as an “Outside Counsel” expense. Prior to the hearing on the Second Interim Application and out of an abundance of caution, the Firm withdrew its request for reimbursement of this item, without prejudice to request reimbursement in this Final Application. This expense, however was incurred for notary services performed by John Venn & Sons, at the request of the Firm’s London office. Accordingly, at this time, the Firm requests reimbursement for this expense in the amount of \$661.74, as an actual and necessary expense. Details concerning this item are attached hereto as Exhibit D.

**Relief Requested**

17. The Firm has submitted invoices and received the following payments from the Debtors for actual and necessary services performed and expenses incurred during the Final Application Period:

<b><u>Statement Date</u></b>	<b><u>Fees</u></b>	<b><u>Expenses</u></b>	<b><u>Total Fees &amp; Expenses</u></b>	<b><u>Cumulative Total</u></b>	<b><u>Payments Received From Debtors</u></b>
Sept. 18, 2003	\$45,062.12	\$1,075.12	\$46,137.24	\$46,137.24	\$37,103.52
Oct. 16, 2003	\$55,429.05	\$2,879.05	\$58,308.10	\$104,445.34	\$47,205.43
Nov. 19, 2003	\$26,737.67	\$2,097.74 <sup>2</sup>	\$28,835.41	\$133,280.75	\$0
Dec. 10, 2003	\$18,087.32	\$1,012.21	\$19,099.53	\$152,380.28	\$0
Dec. 18, 2003	\$2,156.00	\$72.78	\$2,228.78	\$154,609.06	\$0

18. The Firm’s fees and expenses for services rendered during the Final Application Period total \$154,609.06. Copies of the Firm’s invoices that were submitted to the Debtors for services performed and expenses incurred during the Final Application Period (the “Invoices”) are attached hereto as Exhibit E. For reference, and in accordance with the Local Rules and Guidelines, a chart that lists the names of all Firm professionals who have worked on the Debtors’ cases, during the Final Application Period, along with a summary of the fees and

disbursements for each particular matter, is attached as a table hereto. In addition, the Firm has attached a separate chart hereto for the period from the Petition Date through the Effective Date, of all Firm professionals who have worked on the Debtors' cases, along with a summary of the fees and disbursements for each matter.

19. Out of an abundance of caution, the Firm notes several statements submitted during the Final Application Period request reimbursement for items inadvertently designated as "outside counsel" expenses. First, the statement dated October 16, 2003 includes an expense in the amount of \$179.67: this expense item was for service of process fees relating to a certain statutory demand and recorded under the Corporate Restructuring matter (matter no. 000051). Second, the statement dated December 10, 2003 includes an expense in the amount of \$962.59: this expense was incurred by a private investigator retained by the Firm at the direction of the Debtors for investigation of matters concerning the Guglielmetti Lawsuit (matter no. 000048). Third, the statement dated December 18, 2003 includes an expense in the amount of \$69.20: this expense was incurred for court filing costs related to the Genuity SAS Bankruptcy (matter no. 000062). Particulars relating to these expenses are attached hereto as Exhibits F-1, F-2 and F-3.

20. To date, the Debtors have remitted payments to the Firm in the aggregate amount of \$84,308.95 for fees and services during the Final Application Period. Accordingly, an outstanding amount of \$70,961.85 is owed to the Firm (the "Outstanding Amount"). The Outstanding Amount is comprised of: (i) \$70,300.11 owed to the Firm by the Debtors for services rendered and expenses incurred during the Final Application Period; and (ii) as set forth

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<sup>2</sup> An expense item on the November 19, 2003 invoice, in the amount of \$879.22, is listed as an "outside counsel" expense incurred in the course of representing the Debtors. The Firm has removed this expense item from this Final Application and does not request reimbursement thereof.

in Paragraph 16, the Firm's request for reimbursement of the amount of \$661.74 as an actual and necessary expense.

21. At this time, the Firm retains the sum of \$74,694.47 as the Unapplied Balance. Per the Retention Order, the Firm is authorized to hold the Unapplied Balance as a postpetition retainer to be applied towards unpaid fees, expenses and disbursements approved by the Court in connection with this Final Fee Application. See Exhibit B, Retention Order, at ¶ 4. Accordingly, the Firm respectfully requests that this Court allow the Firm to apply the Unapplied Balance (\$74,694.47) to satisfy the Outstanding Amount (\$70,961.85). The amount remaining is \$3,732.62 (the "Remainder").

#### **Description of Services Rendered**

22. Since the Petition Date, and during the Final Application Period, the Firm's attorneys and paraprofessionals have provided services to the Debtors in connection with various matters, the substantial balance of which relate to restructuring issues concerning the Debtors' non-U.S. affiliates and subsidiaries:

(a) Corporate Restructuring Issues. Genuity International, Inc. maintains branch offices in several non-U.S. jurisdictions, and the Debtors maintain an extensive network of affiliates and subsidiaries that are located throughout in Europe and Asia (collectively, the "non-U.S. Operations"). The Debtors' bankruptcy filing raised a multitude of corporate governance, dissolution, officer/director, tax, securities law and other issues and concerns with respect to the non-U.S. Operations, as the Debtors' interest in the non-U.S. Operations constituted property of the estate, and, in some cases, a significant asset.

Approximately 268 hours of the time was billed by Firm professionals during the Final Application Period relates to the issues concerning the Debtors' non-U.S. Operations: (i)

total of 245.8 hours was billed under the Corporate Restructuring Matter (000051); and (ii) 22.1 hours were billed under the Genuity SAS Bankruptcy Matter (000062).

Among other things, Firm professionals reviewed, analyzed and considered dissolution, tax, and officer/director liability issues for the Genuity International, Inc. branches operating in Australia, France, Ireland, Italy, Japan, the Netherlands and Sweden.

In addition, Firm professionals provided advice to the Debtors in connection with the proposed French insolvency filing of Genuity France SAS.

Further, the Firm provided the Debtors with valuable advice on various issues relating to the relationship between Genuity Solutions, Inc. and its subsidiaries throughout the world. These subsidiaries included: Genuity Argentina S.R.L., Genuity Belgium NV, Genuity do Brazil Limitada, Genuity International do Brazil Limitada, Genuity Canada Limited, Genuity France SAS, Genuity GmbH, Genuity Hong Kong Limited, Genuity Japan Limited, Genuity Mexico S.A. de C.V., Genuity Espana SA, Genuity Switzerland GmbH, Genuity Netherlands BV, and Genuity UK Limited. Among the issues considered: (i) were the appropriate steps (and, in some cases, controlling shareholders' duties) for implementing formal or informal liquidation/winding up procedures in the local jurisdiction; (ii) specific effects of the parent company's bankruptcy filing and the implications in the local jurisdiction; (iii), the treatment of intercompany loans and cross-collateralized indebtedness; (iv) tax, and, in some cases, securities law implications for the parent company in the event of a liquidation of the subsidiary; (v) analysis of potential preference and equitable subordination type rules in each particular jurisdiction (and assessment of risks to the Debtors); (vi) in some instances, analysis of potential civil and criminal liabilities to controlling officers, directors and shareholders and its relative risk to the Debtors.

(b) Litigation Related Issues. The Firm also provided counsel to the Debtors on certain employment litigation matters that were pending in Germany, several litigation matters pending in France, and the Guglielmetti claim. Time billed on these projects during the Final Application Period was 5.7, 5.4 and 6.7 hours, respectively.

(d) COB Compliance. Securities law analysis/regulatory compliance issues were also considered in France, in connection with delisting and related trading issues. Approximately 1.5 hours were billed on this matter during the Final Application Period.

(e) Labor and Pension Issues. The Debtors bankruptcy filing raised several immigration, labor and, in the United Kingdom, pension law issues with respect to the maintenance of certain non-U.S Operations. Approximate time billed on these matters was 26.5 and 0.7 hours, respectively, during the Final Application Period.

(f) Unique Jurisdictional Questions. From time to time, specific corporate governance and related questions arose with respect to the Debtors obligations/potential liabilities with respect to the non-U.S. Operations in Switzerland and Hong Kong (employment law). Time spent on projects relating to operations in these jurisdictions was 1.8 and 1.8 hours, respectively.

(g) Case Administration. During the Final Application Period, 73.6 hours were billed for monitoring developments in the case and facilitating/communicating with various offices providing advice to the Debtors.

### **Reasonableness of Fees, Charges and Disbursements**

23. In accordance with the factors enumerated in section 330 of the Bankruptcy Code and applicable case law, the amount requested herein by the Firm is fair and reasonable given: (i) the nature of the Debtors' chapter 11 cases; (ii) the novelty and complexity of the Debtors'

chapter 11 cases; (iii) the time and labor required to represent the Debtors effectively; (iv) the time limitations imposed by the Debtors' chapter 11 cases; (v) the nature and extent of the services provided; (vi) the Firm's experience, reputation and ability; (vii) the value of the Firm's services; and (viii) the cost of comparable services other than the Firm's in a similar case under chapter 11 of the Bankruptcy Code.

(a) Nature, complexity and duration of the case. The Firm has assisted the Debtors by employing a coordinated approach to a variety of issues arising in numerous foreign jurisdictions. Within each specific jurisdiction, Firm attorneys work in small, core teams to avoid the performance of duplicative or unnecessary work.

(b) Experience of the Firm. The experience and versatility of the Firm has also benefited the Debtors' estates. The Firm currently employs over three thousand lawyers in over thirty-five jurisdictions around the world. As set forth more fully in the Retention Application, prior to the Petition Date, the Firm performed extensive legal services for the Debtors and their non-U.S. affiliates and subsidiaries. As a result of these engagements, the Firm acquired extensive knowledge of the Debtors, their businesses, capital structure and material documents. Accordingly, the Firm's global reach and understanding of the Debtors has insured that a number of pressing matters could be addressed promptly in the context of these instant proceedings.

(c) Comparable Services. The Firm's rates are consistent with rates charged to other clients in bankruptcy and non-bankruptcy matters. In addition, the Debtors are familiar with the Firm's rate structure for U.S. and non-U.S. attorneys. Moreover, neither the U.S. Trustee, the Debtors, the Debtors' bankruptcy counsel or the Committee has objected to the Firm's rate structure. The amounts sought by the Firm compare favorably to fees, charges and disbursements incurred by other chapter 11 debtors in cases of similar size, complexity and



duration. Accordingly, the cost of comparable services supports the Application, and the services performed during the Application Period warrants the allowance of compensation in light of the results achieved.

(d) Compliance with Guidelines. The Firm believes that this Application, together with the attachments hereto, substantially complies in all material respects with the Guidelines. To the extent this Application does not comply in every respect with the requirements of the Guidelines, the Firm respectfully requests a waiver for any such technical non-compliance.

24. The Firm requests that this Court deem the contents of this Application to be sufficient for the purposes of satisfying the memorandum of law Requirement in Rule 9013-1(b) of the Local Rules of the United States Bankruptcy Court for the Southern District of New York. The relief requested in this Application presents no novel issues of law.

25. As set forth above, the services for which the Firm seeks compensation were actually and necessarily incurred in its representation of the Debtors and the compensation sought for those services is reasonable in light of the nature, extent and value of such services.

26. This is the Firm's Final Application.

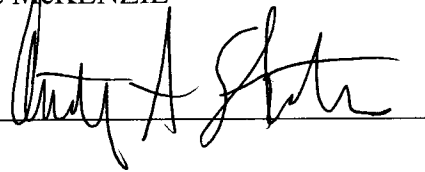
27. The Firm has received no promise of payment for professional services rendered to or to be rendered in these cases other than in accordance with the provisions of the Bankruptcy Code. In addition, except for such sharing arrangements among the Firm, its affiliated law practice entities and their respective members, the Firm has no agreement with any other entity to share any compensation received, nor will any be made, except as permitted under Bankruptcy Code Section 504(b)(1).

WHEREFORE, Baker & McKenzie respectfully requests that this Court approve this Application and enter an order: (a) authorizing and approving the Firm's fees and expenses during the Final Application Period in the amount of \$154,609.13, and finding that those fees and expenses were reasonable and necessary expenses; (b) given that the Firm has been paid the aggregate amount of \$84,308.95 during the Final Application Period, authorizing the Firm to apply the Unapplied Balance, in the amount of \$74,694.47 to the amount of the Outstanding Amount of \$70,961.85; and (c) authorizing the Firm to dispose of the Remainder, in the amount of \$3,732.62, in accordance with the guidance of the GLT Liquidating Trust and/or this Court; and (d) granting such other and further relief as this Court deems just and necessary.

Respectfully submitted,

BAKER & MCKENZIE

By: \_\_\_\_\_

A handwritten signature in black ink, appearing to read "Anthony G. Stamato", is written over a horizontal line.

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December 30, 2003

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