

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

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

**THIRD INTERIM APPLICATION OF DELOITTE & TOUCHE LLP AS
CONSULTANTS AND FINANCIAL ADVISORS FOR THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS**

Deloitte & Touche LLP (“Deloitte”) hereby applies to this Court for Allowance of Fees and Expenses of Deloitte as Consultants and Financial Advisors to the Official Committee of Unsecured Creditors of Genuity, Inc. (“the Committee”) for the period August 1, 2003 through December 22, 2003 pursuant to §§11 U.S.C. 330 and 331, Fed. R. Bankr Pro 216 and MBLR 2016-1. In support of the Application, Deloitte states:

Background

On November 27, 2002 (the “Petition Date”), the Debtors commenced their cases under Chapter 11 of the Bankruptcy Code. The Debtors have continued in the management and operation of their

business and properties as Debtors-in-Possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code.

1. The Debtors' offices are located at 225 Presidential Way, in Woburn, Massachusetts.
2. On December 10, 2002, the Committee was duly appointed by the United States Trustee. On the same date, the Committee selected Kramer Levin Naftalis & Frankel LLP as its counsel.
3. On January 7, 2003, the Committee filed an application for authority to employ Deloitte as Consultants and Financial Advisors nunc pro tunc to December 10, 2002.
4. On January 23, 2003, the Court authorized the employment of Deloitte as Consultants and Financial Advisors nunc pro tunc to December 10, 2002.
5. Under §§ 330 and 331 of the Bankruptcy Code, Deloitte is entitled to "reasonable compensation for actual, necessary services" and reimbursement for actual and necessary expenses.
6. The Debtors and their non-Debtor affiliates and subsidiaries are leading providers of IP networking services to enterprises and service providers, who offer comprehensive suites of managed Internet infrastructure services and value added services, and operate a global fiber optic network.
7. As more fully described in the attachments to this application, Deloitte has rendered consulting and financial advisory services to the Committee from August 1, 2003 through December 22, 2003. Subject to the Court's approval and pursuant to the terms of the Smith Affidavit, Deloitte has agreed that for such services, its compensation shall be the Fixed Monthly Fees, subject to an aggregate fee cap that limits its total fees in these Chapter 11 cases to the lesser of; (i) the Aggregate Fee Amount, or (ii) the Aggregate Fee Cap Amount, as such capitalized terms are defined in the paragraphs below:

- i. The Fixed Monthly Fees: With respect to the Fixed Monthly Fees, Deloitte will initially charge the estate a fixed monthly fee of \$125,000 per month (the "Initial Monthly Fee Rate"). Subsequently, Deloitte will reduce the fixed fee amount to \$75,000 per month (the "Post-Closing Fee Rate"). The Initial Monthly Fee Rate will be utilized from the December 10, 2002, prorated for the first month, through the consummation of a transaction to dispose of substantially all of the assets of the Debtors' estates. Thereafter, the monthly fee will be reduced to the Post-Closing Fee Rate throughout the remainder of these Chapter 11 cases.
- ii. The Aggregate Fee Amount: The Aggregate Fee Amount shall be defined as the sum of; (i) the fixed monthly fee for the then current month, and (ii) the aggregate value of the fees requested in all prior months, including those previously approved or adjusted by the Court.
- iii. The Aggregate Fee Cap Amount: The Aggregate Fee Cap Amount shall be the product of (i) the cumulative actual time expended by all Deloitte personnel for the current and all prior months multiplied by (ii) 80% of the applicable billing rates for such personnel. The applicable billing rates for Deloitte's Partners, Principals and employees are described in paragraph 9, below.

8. Each month, prior to submitting its monthly fee application, Deloitte will calculate the Aggregate Fee Cap Amount, and compare it to the Aggregate Fee Amount. If the Aggregate Fee Amount exceeds the Aggregate Fee Cap Amount, Deloitte will voluntarily reduce the amount sought for the then current month by the amount of such excess. As of December 22, 2003, the Aggregate Fee Cap Amount equaled \$1,113,359, exceeding the Aggregate Fee Amount of \$973,548 by \$139,811. As the Aggregate Fee Cap Amount exceeds the Aggregate Fee Amount as of December 22, 2003, Deloitte has not voluntarily reduced the fees sought for the period August 1, 2003 through December 22, 2003.

9. The hourly rates charged by Deloitte for the services provided by its personnel differ based upon, among other things, each professional's level of experience, geographic differentials, and types of services being provided. In the ordinary course of business, Deloitte

periodically revises its hourly rates to reflect promotions and other changes in personnel responsibilities, increases in experience, and the increases in the cost of doing business.

Presently, Deloitte's billing rates by classification are as follows:

<u>Level</u>	<u>Billing Rates</u>	
Partner/Principal	\$600	To \$660
Senior Manager	\$500	To \$575
Manager	\$400	To \$475
Senior Consultant	\$250	To \$350
Consultant	\$180	To \$275
Support Staff	\$70	To \$100

10. Deloitte incurred expenses of \$3,412.02 during the period covered by this application.
11. All professional services for which compensation is being sought in this application were performed solely for and on behalf of the Committee. Further, there is no agreement or understanding between Deloitte and any other person for the sharing of the compensation requested in this application.
12. Attached hereto as **Exhibit A** is a summary of the compensation sought and awarded in this case to date.
13. Attached hereto as **Exhibit B** is a narrative description of the services rendered in the period covered by this application.
14. Attached hereto as **Exhibit C** is a summary of the time incurred during the period covered by this application.
15. Attached hereto as **Exhibits D** and **D1-D9** are the time details indicating the date, responsible individual, service category and time charged for the period covered by the application.

16. Attached hereto as **Exhibit E** is an Aggregate Fee Cap Worksheet, which summarizes the calculations performed by Deloitte in determining the amount by which it was required to voluntarily reduce its fees.

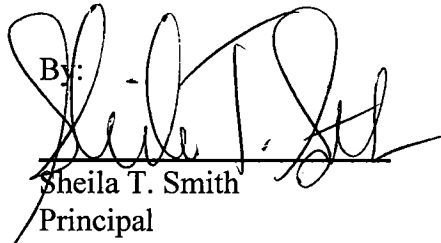
17. Attached hereto as **Exhibit F** is a summary of expenses incurred during the period covered by this application.

18. Wherefore, Deloitte respectfully requests that this Court (i) enter an Order awarding fees of \$304,838.71 and the reimbursement of expenses totaling \$3,412.02 to Deloitte in connection with services it rendered to the Creditor Committee for the period from August 1, 2003 through December 22, 2003, the Third Interim Period, for a total award of \$308,250.73, and grant such other and further relief as is just and necessary. In connection with this request, Deloitte understands and acknowledges that such interim order is subject to the Court's final review and approval of our total aggregate fees and expense reimbursement requests during the entirety of the aforementioned Chapter 11 cases, and that it is within the Court's purview to make changes and modifications to amounts awarded and authorized under this Interim Order.

Respectfully submitted,

Deloitte & Touche LLP

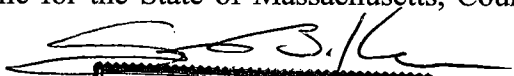
By:



Sheila T. Smith
Principal
Deloitte & Touche
200 Berkeley Street
Boston, MA 02116
617-437-3854

Date: 12/23/03

Sworn to and subscribed before me, a notary public for the State of Massachusetts, County of Suffolk, this 23rd day of December, 2003.



STEVEN B. KEE Notary Public Commonwealth of Massachusetts My Commission Expires February 26, 2010

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Exhibit B – Narrative Description of Professional Services

This narrative describes the major areas addressed during the period covered by this application, August 1, 2003 to December 22, 2003, on behalf of the Official Committee of Unsecured Creditors of the Debtors (the "Committee") during these Chapter 11 proceedings.

Claims Analysis:

Included in this category is time associated with Deloitte's ongoing review of unsettled claims, including but not limited to cure costs and rejection claims arising out of the assumption or rejection of the Debtors' various executory contracts and unexpired leases. Deloitte participated in and observed numerous meetings and conference calls with the Debtors, their advisors, certain significant creditors and Level 3 Communications, the primary purpose of which was to estimate or negotiate the settlement of various material claims of the Estate. Further, Deloitte performed various review and analysis procedures with respect to certain issues related to the executory contracts, such as the potential impact of abandoned assets, and reviewed all rejection/assumption and claims settlement stipulations, along with the underlying support for proposals made by the Debtors. Deloitte efforts in this area included significant, although not exclusive, focus on the Verizon settlement and related documents. Deloitte participated in and observed conference calls with the Debtors, their advisors, and members of the Creditor Committee. The primary purpose of these discussions was to understand and estimate the proposed Verizon settlement as it related to the financial impact on the Estate.

Confirmation Hearing:

Included in this category is the time incurred by D&T to prepare Sheila T. Smith's for her expected testimony at the confirmation hearing, 50% of D&T's travel time to New York City required to attend the hearing, and finally the time invested by D&T's to attend and participate in the proceedings. Preparation activities included the identification and review of the plan and disclosure statement, critical documents and analyses either relied upon or prepared by D&T in connection with our major activities in the case (primarily those documents and analyses related to the various recovery and liquidation analyses undertaken by various parties and documentation related to the Inter-Creditor Settlement Agreement), as well as various discussions and reviews of key facts and conclusions with Committee Counsel.

Creditor Committee:

Included in this category is time associated with the preparation for and participation in meetings and conference calls with the Committee, Committee Counsel and the Estate Management Team, including the review and distribution of discussion documents and other deliverables provided to the Committee both by Deloitte and the Estate Management Team.

Fee Application:

Included in this category is time associated with Deloitte's efforts to record, categorize, summarize, review and report the hours worked and expenses incurred by Deloitte's professionals, to prepare and distribute the July, August, September, October and November Monthly fee Applications, as well as the Second and Third Interim fee applications.

Operating Results & Forecasts:

Included in this category is time associated with the review and analysis of the Debtors' Monthly Trial Balances and supporting schedules for key account groups, such as Accounts Receivable and Accounts Payable, Weekly Flash Reports, and Monthly Cash Receipts and Disbursement Budgets, Monthly Operating Reports, and limited validation of key assumptions and figures.

Plan & Disclosure Statement:

Included in this category is time associated with Deloitte's review of various drafts of the Plan of Liquidation and Disclosure Statement, the purpose of which was to ensure that the documents conformed to our understanding of the major issues, agreements and financial information, including but not limited to; the terms of the inter-creditor agreement and various stipulated settlement agreements reached with certain creditors of the Estate, as well as the calculations and disclosures relating to the estimates of distributable proceeds, Administrative, Priority and General Unsecured claims, the classification of such claims, and the estimated range of recovery expected for each class of claims.

Plan Confirmation - Objections:

Included in this category is the time associated with activities undertaken to gather, reproduce, and organize all documents and electronic files in D&T's possession which appeared to be responsive to the discovery request served upon the Committee by Deutsche Bank. Additionally, Deloitte was requested by the Committee to be the deponent in connection with Deutsche Bank's objection to the Debtor's Plan of Reorganization. To that end, additional time and effort was undertaken to prepare for the requested deposition, including but not limited to; review of material documents and analyses relied upon or prepared by D&T and participation in various meetings and conference calls with the Committee, Committee Counsel as well as D&T's in-house counsel.

Recovery Analysis:

Included in this category is time associated with Deloitte's ongoing efforts to update its Recovery Analysis estimation model, including revisions to the actual and projected financial information provided by the Debtors, the impact of the Debtors' ongoing settlement discussions and legal proceedings, as well as the most current information obtained in the course of conducting the work described under the "Claims Analysis" heading, above. Deloitte originally prepared multiple scenarios of its Recovery Analysis, for the purposes of facilitating the negotiations between the various creditor groups, which ultimately resulted in the Inter-Creditor Settlement Agreement. During the month of August, Deloitte's efforts also included the update of these various scenarios, which were in turn utilized by both Debtor and Committee Counsel to ensure that adequate disclosure of the various potential outcomes had been included in the Disclosure Statement.

Requests & Approvals:

Included in this category is time associated with Deloitte's review and evaluation of various "Requests for Approval" presented by the Debtors for the consideration of the Committee, including but not limited to; Accounts Receivable Settlements, Claims Settlements and Supplemental International Wind-Down Fundings. Also included in this category is the time invested by Deloitte's professionals to prepare and distribute various documents summarizing the results of its review and evaluation procedures, as well as its conclusions and recommendations.

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EXHIBIT C - SUMMARY OF TIME BY TYPE OF SERVICE

<u>Category</u>	<u>Hours</u>	<u>Fees at 80% of Std</u>
CLAIMS ANALYSIS	21.4	8,810.4
CONFIRMATION HEARING	56.1	23,768.0
CREDITOR COMMITTEE	23.7	9,524.4
FEE APPLICATION	94.3	34,872.0
OPERATING RESULTS & FORECASTS	8.9	3,474.4
PLAN & DISCLOSURE STATEMENT	44.3	17,844.0
PLAN CONFIRMATION - OBJECTIONS	116.4	38,693.6
RECOVERY ANALYSIS	13.2	5,236.0
REQUESTS & APPROVALS	31.6	10,500.0
Totals	<u>409.9</u>	<u>\$ 152,723</u>

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EXHIBIT D SUMMARY - TOTAL HOURS BY EMPLOYEE

	<u>Hours</u>	<u>Fees at 80% of Std</u>
JACK, JUDITH EBONY	15.2	1,824.0
JOHNSTON, MELESA A	8.6	1,169.6
KONIG, AVIGDOR D	15.9	3,498.0
LISCIANDRO, JOHN F	19.3	8,183.2
MARTIN, KATHLEEN A	0.5	110.0
MASON, KAZUMI	6.6	1,848.0
MILLER, KAREN L	0.3	84.0
NAGLE, BROOKE	1.1	418.0
PETERSON, JOHN D G	33.6	12,096.0
POLLOCK, JAMES P	197.1	78,840.0
SMITH, SHEILA T	46.0	22,080.0
TAYLOR, MICHAEL G	52.2	18,792.0
WHITE, CHERYL A	13.5	3,780.0
Totals	<u><u>409.9</u></u>	<u><u>\$ 152,723</u></u>

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EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
08/01/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	REVIEWED REJECTION NOTICES	0.2	\$ 85
08/01/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	CALL WITH A. BORGGAARD, RE: REJECTION CLAIM ESTIAMTES AND STATUS OF REMAINING REJECTION NOTICES	0.2	\$ 85
08/01/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	REVIEWED DRAFT PLAN, DISCLOSURE STATEMENT AND COMMENTS	0.3	\$ 120
08/01/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	A/R SETTLEMENTS # 19, 20 & 21	1.5	\$ 600
08/01/03	TAYLOR, MICHAEL G	PLAN & DISCLOSURE STATEMENT	REVIEWED DISCLOSURE STATEMENT WITH KRAMER LEVIN	0.3	\$ 108
08/01/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	UPDATED WATERFALL ANALYSIS	0.3	\$ 108
08/01/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	SENT OUT AUTHORIZATION FOR A/R SETTLEMENT #19 AND #20	0.2	\$ 44
08/04/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	REVIEWED WEEKLY FLASH REPORT AND PREPARED FOR WEEKLY STATUS UPDATE CONFERENCE CALL	1.0	\$ 400
08/04/03	MILLER, KAREN L	CLAIMS ANALYSIS	OBTAINED CD COPIES OF CLAIMS REGISTER AND PROOF OF CLAIM FORMS AND SENT COPY TO J. LISCIANDRO	0.3	\$ 84
08/04/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	FORMULATED PROPOSAL FOR THE CREDITOR COMMITTEE RE: A/R #21.	1.3	\$ 286
08/04/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	RECEIVED AND REVIEWED GENUITY A/R SETTLEMENT #21 (EARTHLINK FOR \$7MM). PERFORMED ANALYSIS AND CORRESPONDED WITH B. WILSON AT GENUITY VARIOUS TIMES TO RETRIEVE INFORMATION/DOCUMENTATION.	2.9	\$ 638

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
08/05/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	WEEKLY STATUS UPDATE CONFERENCE CALL WITH DEBTOR AND COMMITTEE	0.7	\$ 280
08/05/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	REVIEWED DRAFT PLAN, DISCLOSURE STATEMENT AND COMMENTS	0.3	\$ 120
08/05/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	A/R SETTLEMENTS # 19, 20 & 21	0.5	\$ 200
08/05/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	PREPARED AND MET WITH J. POLLOCK TO DISCUSS A/R SETTLEMENT #21, VARIOUS DISCUSSION WITH B. WILSON OF GENUITY TO GET INFORMATION PERTAINING TO THIS SETTLEMENT, REVISED PRESENTATION IN PREPARATION OF PRESENTING TO CREDITOR COMMITTEE	1.4	\$ 308
08/06/03	SMITH, SHEILA T	RECOVERY ANALYSIS	WORKED WITH J. POLLOCK REGARDING WEEKLY FLASH REPORTS AND PROSPECTIVE FORECASTS TO DETERMINE IMPACT ON WATERFALL.	1.2	\$ 576
08/06/03	POLLOCK, JAMES P	FEE APPLICATION	GATHERED BOSTON TIME AND BILLING DATA AND BEGAN FORMATTING FOR FEE APPLICATION AND RECONCILIATION TO BILLING SYSTEM RECORDS.	1.1	\$ 440
08/06/03	POLLOCK, JAMES P	RECOVERY ANALYSIS	REVIEWED AND ANALYZED AUGUST CASH RECEIPTS & DISBURSEMENTS FORECAST ("AUGUST OUTLOOK"). BEGAN IDENTIFICATION OF RECONCILING ITEMS TO PRIOR RECOVERY ANALYSIS.	2.9	\$ 1,160
08/06/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	PREPARED AND MET WITH J. POLLOCK TO REVIEW (FINAL) A/R #21.	0.6	\$ 132
08/06/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	PREPARED AND MET (VIA PHONE) WITH B. WILSON TO DISCUSS A/R #21.	0.8	\$ 176
08/07/03	POLLOCK, JAMES P	RECOVERY ANALYSIS	CONTINUED RECOVERY ANALYSIS UPDATE BASED UPON REVISED AUGUST OUTLOOK; RECENT WEEKLY FLASH REPORTS AND DETAILED CLAIMS ANALYSIS SCHEDULES (DISCUSSED WITH S. SMITH)	2.7	\$ 1,080
08/07/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	A/R SETTLEMENT # 21: DISCUSSED QUESTION REGARDING SET OFF ISSUE AND APPROVAL/NOTIFICATION WITH D. KONIG, W. WILSON AND R. KUEBEL	0.4	\$ 160
08/08/03	POLLOCK, JAMES P	FEE APPLICATION	FOLLOW UP CALLS TO NOTICE PARTIES REGARDING DELAYED JULY FEE APPLICATION DUE TO MIS SYSTEM OUTAGES CAUSED BY BLASTER VIRUS AND EAST COAST POWER GRID FAILURE.	0.8	\$ 320

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ .80%</u>
08/08/03	POLLOCK, JAMES P	RECOVERY ANALYSIS	CONTINUED RECOVERY ANALYSIS UPDATE BASED UPON REVISED AUGUST OUTLOOK AND DETAILED CLAIMS ANALYSIS SCHEDULES	2.9	\$ 1,160
08/08/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	A/R SETTLEMENT # 21: SUMMARIZED RESEARCH INFORMATION AND FORWARDED REQUEST FOR ASSISTANCE TO KRAMER LEVIN, REGARDING QUESTIONS RELATED SET OFF ISSUE AND APPROVAL/NOTIFICATION	0.3	\$ 120
08/11/03	LISCIANDRO, JOHN F	CREDITOR COMMITTEE	PREPARED FOR AND PARTICIPATED IN WEEKLY CALL WITH DEBTORS AND CREDITOR COMMITTEE	0.4	\$ 170
08/11/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	REVIEWED WEEKLY FLASH REPORT AND PREPARED FOR WEEKLY STATUS UPDATE CONFERENCE CALL	0.6	\$ 240
08/11/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	WEEKLY STATUS UPDATE CONFERENCE CALL WITH DEBTOR AND COMMITTEE	0.9	\$ 360
08/11/03	POLLOCK, JAMES P	FEE APPLICATION	RECEIVED OTHER OFFICE TIME AND EXPENSE RECORDS FOR JULY FEE APPLICATION, DELAYED DUE TO BLASTER VIRUS AND EAST COAST POWER GRID FAILURE. CONTINUED PREPARATION OF TIME AND EXPENSE DATABASE USED TO PREPARED DETAILED SCHEDULES INCLUDED IN THE JULY FEE APPLICATION.	0.8	\$ 320
08/11/03	TAYLOR, MICHAEL G	CREDITOR COMMITTEE	ATTENDED WEEKLY CALL WITH GENUITY	0.4	\$ 144
08/12/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	REVIEWED REJECTION NOTICES	0.2	\$ 85
08/12/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	REVIEWED CLAIMS CALCULATION DOCUMENTS PROVIDED BY DEBTOR (.3), REVIEW ALL CLAIMS INFO FOR POSSIBLE EARTHLINK INFO (.3)	0.6	\$ 254
08/12/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	PARTICIPATED IN CONFERENCE CALL WITH VERIZON AND DEBTOR TO DISCUSS CLAIMS	4.6	\$ 1,950
08/12/03	LISCIANDRO, JOHN F	REQUESTS & APPROVALS	CALL WITH POLLOCK RE: EARTHLINK AND STRATEGY	0.1	\$ 42
08/12/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	A/R SETTLEMENT # 21: FOLLOWED UP ON REQUEST FOR ASSISTANCE SENT TO KRAMER LEVIN, REGARDING QUESTIONS RELATED SET OFF ISSUE AND APPROVAL/NOTIFICATION	0.3	\$ 120

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
08/12/03	WHITE, CHERYL A	FEE APPLICATION	FORMATTED TIME DOCUMENT; VARIOUS EMAILS RE: DISCREPANCIES	2.3	\$ 644
08/13/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	REVIEWED REJECTION NOTICES	0.1	\$ 42
08/13/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	PERFORMED DETAILED REVIEW OF VERIZON CLAIMS FILE PREPARED BY DEBTORS FOR VERIZON	0.8	\$ 339
08/13/03	POLLOCK, JAMES P	FEE APPLICATION	BEGAN PREPARATION OF JULY FEE APPLICATION. CONSOLIDATED MONTHLY TIME AND EXPENSE ENTRIES TO PREPARE DATABASE FOR INTERIM FEE APPLICATION DETAILED TIME & EXPENSE SCHEDULES. BEGAN RECONCILIATION OF CUMULATIVE AMOUNTS INCLUDED IN PRIOR FEE APPLICATIONS TO AMOUNTS INCLUDED PER THE BILLING SYSTEM	3.2	\$ 1,280
08/13/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	RECONCILED RECOVERY ANALYSIS INPUTS AND RESULTS TO THOSE INCLUDED IN THE DISCLOSURE STATEMENT. IDENTIFIED MATERIAL VARIANCES AND DISCUSSED RATIONAL FOR DEVIATIONS FROM OUR ESTIMATES WITH THE DEBTOR AND THEIR ADVISOR(S)	2.7	\$ 1,080
08/13/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	A/R SETTLEMENT # 21: DISCUSSED QUESTIONS RELATED SET OFF ISSUE AND APPROVAL/NOTIFICATION WITH KRAMER LEVIN AND CONCLUDED THAT ACCOUNTING ENTRIES SHOULD BE RECORDED, BUT THAT COMMITTEE WOULD RESERVE ITS RIGHTS WITH RESPECT TO ANY DETERMINATION REGARDING THE CHARACTERIZATION OF THE SET OFF AS A PREFERENCE TRANSACTION.	0.4	\$ 160
08/13/03	KONIG, AVIGDOR D	FEE APPLICATION	CONSOLIDATED APRIL, MAY, JUNE FEE APPLICATION IN PREPARATION OF INTERIM FEE APP.	1.4	\$ 308
08/13/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	PREPARED FOR AND MET WITH J. POLLOCK TO DISCUSS PREFERENCE PAYMENT RE: EARTHLINK; DISCUSSION WITH B. WILSON RE: SAME; REVIEWED S(553)	1.4	\$ 308
08/14/03	TAYLOR, MICHAEL G	CREDITOR COMMITTEE	REVIEWED EMAILS FROM COUNSEL	0.5	\$ 180
08/14/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	FOLLOWED UP WITH B. WILSON RE: PREFERENCE PAYMENT OF EARTHLINK, DISCUSSED WITH J. POLLOCK INTERIM FEE APPLICATION, CALLED PARALEGAL AT KRAMER TO DISCUSS FEE APPLICATION	0.8	\$ 176

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ .80%</u>
08/15/03	POLLOCK, JAMES P	FEE APPLICATION	CONTINUED PREPARATION OF JULY FEE APPLICATION. COMPLETED RECONCILIATION OF TIME AND EXPENSE DETAIL TO BILLING SYSTEM. DRAFTED UPDATES TO AFFIDAVIT AND EXHIBIT B DESCRIPTIONS.	2.1	\$ 840
08/15/03	TAYLOR, MICHAEL G	OPERATING RESULTS & FORECASTS	REVIEWED AUGUST BUDGET	0.3	\$ 108
08/15/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	REVIEWED SUPPLEMENTAL INTERNATIONAL FUNDING NOTICE FROM GENUITY RE: GENUITY GMBH	0.1	\$ 36
08/18/03	SMITH, SHEILA T	OPERATING RESULTS & FORECASTS	WEEKLY CONFERENCE CALL WITH DEBTOR, CREDITOR COMMITTEE PROFESSIONALS AS TO UPDATE ON CURRENT ISSUES, COLLECTIONS, ETC.	0.6	\$ 288
08/18/03	LISCIANDRO, JOHN F	CREDITOR COMMITTEE	PREPARED FOR AND PARTICIPATED IN WEEKLY CALL WITH DEBTORS AND CREDITOR COMMITTEE	0.3	\$ 127
08/18/03	POLLOCK, JAMES P	FEE APPLICATION	COMPLETED PREPARATION OF JULY FEE APPLICATION. PREPARED CUMULATIVE FEE CAP ANALYSIS. REVIEWED AND FINALIZED DRAFTS OF THE AFFIDAVIT AND EXHIBIT B.	1.1	\$ 440
08/18/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	MET WITH M. TAYLOR RE: AUGUST BUDGET & INTERNATIONAL WIND DOWN	0.5	\$ 200
08/18/03	TAYLOR, MICHAEL G	OPERATING RESULTS & FORECASTS	DISCUSSED AUGUST BUDGET WITH R. KUEBEL OF GENUITY	0.1	\$ 36
08/18/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	DISCUSSED INTERNATIONAL WIND DOWN WITH S. AVRUCH OF GENUITY	0.1	\$ 36
08/18/03	TAYLOR, MICHAEL G	REQUESTS & APPROVALS	MET WITH J. POLLOCK RE: AUGUST BUDGET, INTERNATIONAL WIND DOWN, CLAIMS UPDATE, PURCHASE PRICE ADJUSTMENT	0.5	\$ 180
08/19/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	EMAILS AND DISCUSSIONS WITH A. BORGGGAARD AND T. BRENTS REGARDING THE RECOVERY ANALYSIS SUMMARY INCLUDED IN THE DISCLOSURE STATEMENT, AND THE RESULTS OF THE RECONCILIATION TO DELOITTE'S PRIOR ANALYSES.	1.5	\$ 600
08/19/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	REVIEWED DE MINIMUMS ASSET SALES NOTICE	0.3	\$ 120

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
08/19/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	REQUESTED SUPPLEMENTAL INTERNATIONAL OPERATIONS FUNDING REQUEST RELATED TO THE INCREASED COST OF WINDING DOWN THE GERMAN OPERATIONS.	0.8	\$ 320
08/19/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	CORRESPONDED WITH GENUITY AND ALIX PARTNERS RE: MEETING TO DISCUSS INTERNATIONAL WIND DOWN	0.1	\$ 36
08/20/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	CONTINUED DETAILED REVIEW AND CLAIMS REGISTER DATA, THE DEBTORS' CLAIMS ESTIMATE RANGES, AND THE ESTIMATES DERIVED PREVIOUSLY BY DELOITTE USING THE TOP 50 CLAIMS SCHEDULE PREVIOUSLY PROVIDED BY THE ESTATE.	2.1	\$ 840
08/20/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	MET WITH GENUITY AND ALIX PARTNERS TO DISCUSS INTERNATIONAL WIND DOWN RE: GENUITY GMBH	0.4	\$ 144
08/20/03	WHITE, CHERYL A	FEE APPLICATION	WORKED ON FEE APPLICATION	1.7	\$ 476
08/21/03	SMITH, SHEILA T	PLAN & DISCLOSURE STATEMENT	REVIEWED RECOVERY ANALYSIS TO DISCLOSURE STATEMENT RECONCILIATION WITH J. POLLOCK	0.5	\$ 240
08/21/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	REVIEWED AND ANALYZED DEBTORS' CLAIMS FILE	0.3	\$ 127
08/21/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	PERFORMED DETAILED REVIEW AND CLAIMS REGISTER, THE DEBTORS' CLAIMS ESTIMATE RANGES, THE ESTIMATES DERIVED PREVIOUSLY BY DELOITTE USING THE TOP 50 CLAIMS SCHEDULE PREVIOUSLY PROVIDED BY THE ESTATE.	3.7	\$ 1,480
08/21/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	COMPLETED DETAILED REVIEW AND CLAIMS REGISTER, THE DEBTORS' CLAIMS ESTIMATE RANGES, THE ESTIMATES DERIVED PREVIOUSLY BY DELOITTE. DISCUSSED KEY OBSERVATIONS WITH THE A BORGGAARD AND T. BRENTS, AND REACHED CONSENSUS REGARDING QUESTIONS OR DIFFERENCES FROM DELOITTE'S PRIOR ANALYSES.	2.5	\$ 1,000
08/22/03	SMITH, SHEILA T	FEE APPLICATION	REVIEWED AND REVISED FEE APPLICATION.	0.5	\$ 240
08/22/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	REVIEWED REJECTION NOTICES	0.2	\$ 85

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

Date	Name	Category	Description	Hours	Fees @ 80%
08/22/03	LISCIANDRO, JOHN F	REQUESTS & APPROVALS	AOL DISCUSSION WITH J. POLLOCK, & REVIEW OF NOTES AND E-MAIL TO R. KUEBEL	0.4	\$ 170
08/22/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	REVIEWED AOL STATUS EMAIL & DISCUSSED WITH J. LISCIANDRO	0.4	\$ 160
08/22/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	READ AVR SETTLEMENT REQUEST # 22	0.5	\$ 200
08/22/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	REVIEWED INTERNATIONAL WIND DOWN	0.4	\$ 144
08/22/03	KONIG, AVIGDOR D	FEE APPLICATION	CONSOLIDATED JUNE AND JULY FEE APPLICATION INTO SECOND INTERIM MASTER DATABASE	0.3	\$ 66
08/25/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	REVIEWED WEEKLY FLASH REPORT AND PREPARED FOR WEEKLY STATUS UPDATE CONFERENCE CALL	0.5	\$ 200
08/25/03	POLLOCK, JAMES P	FEE APPLICATION	BEGAN PREPARATION OF 2ND INTERIM FEE APPLICATION. GATHERED AND CONSOLIDATED MONTHLY TIME AND EXPENSE ENTRIES TO PREPARE DATABASE FOR INTERIM FEE APPLICATION DETAILED TIME & EXPENSE SCHEDULES. BEGAN RECONCILIATION OF CUMULATIVE AMOUNTS INCLUDED IN PRIOR	3.4	\$ 1,360
08/25/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	REVISITED AND FINALIZED RECOVERY ANALYSIS, WITH ADDITIONAL SCENARIOS JOINTLY WITH T. BRENTS & A. BORGGGAARD	2.5	\$ 1,000
08/25/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	READ SBC & AMERICA LANDMARK ISSUES EMAIL	0.4	\$ 160
08/25/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	REVIEWED AND DISTRIBUTED DELOITTE SUMMARY AND RECOMMENDATION REGARDING REQUEST FOR ADDITIONAL FUNDING TO COMPLETE THE WIND-DOWN OF THE DEBTORS' GERMAN CORPORATION	0.5	\$ 200
08/25/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	REVIEWED NORTEL SETTLEMENT MOTION AND STIPULATION AGREEMENT AND RELATED EMAILS.	0.7	\$ 280
08/25/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	REVIEWED PROPOSED ACCOUNTS RECEIVABLE SETTLEMENT FROM GENUITY	0.3	\$ 108

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
08/25/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	REVIEWED SUPPLEMENTAL INTERNATIONAL FUNDING REQUEST RE: GENUITY GMBH (GERMANY)	1.3	\$ 468
08/26/03	POLLOCK, JAMES P	FEE APPLICATION	RESEARCHED AND PREPARED DETAILED RECONCILIATION OF DELOITTE'S MONTHLY FEES AND EXPENSES, AMOUNTS RECEIVED FROM THE ESTATE AND AMOUNTS OUTSTANDING FOR S. AVRUCH (INVESTED 5.8 HOURS, BILLED 2.4 TO THE ESTATE.)	2.4	\$ 960
08/26/03	POLLOCK, JAMES P	FEE APPLICATION	COMPLETED PREPARATION OF 2ND INTERIM FEE APPLICATION. PREPARED CUMULATIVE FEE CAP ANALYSIS. REVIEWED AND FINALIZED DRAFTS OF THE AFFIDAVIT AND EXHIBIT B.	3.3	\$ 1,320
08/27/03	TAYLOR, MICHAEL G	CREDITOR COMMITTEE	ATTENDED WEEKLY CALL WITH GENUITY	0.5	\$ 180
08/27/03	TAYLOR, MICHAEL G	OPERATING RESULTS & FORECASTS	MET WITH J. POLLOCK RE: CASE UPDATE	0.2	\$ 72
08/27/03	NAGLE, BROOKE	REQUESTS & APPROVALS	CALLED B. CRONIN OF GENUITY TO DISCUSS LATEST ABANDONED ASSET REPORT	0.2	\$ 76
08/27/03	NAGLE, BROOKE	REQUESTS & APPROVALS	CREATED AND EDITED MEMO TO KRAMER LEVIN REGARDING ABANDONED ASSET IN CLEVELAND, OHIO SITE	0.9	\$ 342
08/28/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	PREPARED FOR AND MET WITH J. POLLOCK TO DISCUSS AVR #21. COMPLETED PRESENTATION FOR M. TAYLOR TO REVIEW AND SEND OUT ON MONDAY	1.7	\$ 374
08/29/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	DISCUSSIONS WITH A. BORGGAARD AND T. BRENTS REGARDING THE RECOVERY ANALYSIS SUMMARY INCLUDED IN THE DISCLOSURE STATEMENT, AND THE RESULTS OF THE RECONCILIATION TO DELOITTE'S PRIOR ANALYSES.	0.8	\$ 320
08/29/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	READ A/R SETTLEMENT PROPOSAL # 21 WRITE-UP & TRANSMITTAL LETTER	0.5	\$ 180
08/29/03	WHITE, CHERYL A	FEE APPLICATION	WORKED ON INTERIM FEE APPLICATION	2.1	\$ 588
09/01/03	SMITH, SHEILA T	PLAN & DISCLOSURE STATEMENT	REVIEW OF EMAILS AND REVISIONS OF DISCLOSURE STATEMENT FROM NUMEROUS PARTIES	0.3	\$ 144

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
09/01/03	WHITE, CHERYL A	FEE APPLICATION	RE-RAN DATABASE FOR INTERIM FEE APPLICATION	1.2	\$ 336
09/02/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	PREPARATION FOR AND PARTICIPATION IN CONFERENCE CALL WITH DEBTOR AND THE COMMITTEE	1.3	\$ 520
09/02/03	TAYLOR, MICHAEL G	OPERATING RESULTS & FORECASTS	REVIEWED SEPTEMBER OUTLOOK (CR/CD BUDGET), AND DISCUSSED WITH R. KUEBEL OF GENUITY	1.1	\$ 396
09/04/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	REVIEWED ANALYSIS AND WRITE-UP OF REQUESTS & APPROVALS #21, & DISCUSSION WITH KRAMER LEVIN	1.0	\$ 400
09/04/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	PREPARED AND MET WITH J. POLLOCK AND JAMIE FROM KRAMER TO DISCUSS A/R #21 - ISSUE OF POTENTIAL PREFERENCE PAYMENT	0.4	\$ 88
09/05/03	PETERSON, JOHN D G	FEE APPLICATION	2ND INTERIM FEE APPLICATION - RECONCILIATION OF A. SIEGEL TIME/CHARGES.	0.2	\$ 72
09/05/03	WHITE, CHERYL A	FEE APPLICATION	WORKED ON INTERIM APPLICATION: EXHIBIT E, AFFIDAVIT, ETC.	1.5	\$ 420
09/08/03	SMITH, SHEILA T	FEE APPLICATION	ISSUES RESOLUTION REGARDING TIMING OF AND STAFFING FOR MONTHLIES AND QUARTERLIES AND RELATED TIMELINES.	0.5	\$ 240
09/08/03	LISCIANDRO, JOHN F	CREDITOR COMMITTEE	PREPARED FOR AND PARTICIPATE IN WEEKLY CONFERENCE CALL WITH DEBTOR	0.7	\$ 297
09/08/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	PREPARATION FOR AND PARTICIPATION IN CONFERENCE CALL WITH DEBTOR AND THE COMMITTEE	1.3	\$ 520
09/08/03	TAYLOR, MICHAEL G	CREDITOR COMMITTEE	ATTENDED WEEKLY CONFERENCE CALL WITH GENUITY	0.5	\$ 180
09/11/03	SMITH, SHEILA T	FEE APPLICATION	REVIEW AND REVISIONS OF FEE APPLICATION	0.7	\$ 336

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
09/11/03	POLLOCK, JAMES P	FEE APPLICATION	GATHERED JULY TIME AND EXPENSE DATA & BEGAN RECONCILIATION TO BILLING RECORDS	3.6	\$ 1,440
09/11/03	POLLOCK, JAMES P	FEE APPLICATION	IDENTIFIED GAPS IN TIME DOWNLOADED FOR FEE APP	2.0	\$ 800
09/11/03	WHITE, CHERYL A	FEE APPLICATION	UPDATED EXHIBIT A AND REVIEWED ALL TOTALS WITH J. POLLOCK	0.9	\$ 252
09/12/03	POLLOCK, JAMES P	FEE APPLICATION	RECONCILIATION OF INVOICES & PAYMENTS FOR S. AVRUCH	3.9	\$ 1,560
09/12/03	POLLOCK, JAMES P	FEE APPLICATION	GATHERED AMENDED JULY TIME AND EXPENSE DATA, COMPLETED RECONCILIATION TO BILLING SYSTEM, SUMMARIZED DATA, PREPARED REQUIRED SCHEDULES AND UPDATED AFFIDAVIT AND EXHIBIT B	3.8	\$ 1,520
09/15/03	SMITH, SHEILA T	PLAN & DISCLOSURE STATEMENT	REVIEW OF NUMEROUS EMAILS FROM KRAMER LEVIN AND CREDITOR COMMITTEE MEMBERS ON PLAN OF REORGANIZATION	0.5	\$ 240
09/15/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	PREPARATION FOR AND PARTICIPATION IN CONFERENCE CALL WITH DEBTOR AND THE COMMITTEE	1.3	\$ 520
09/15/03	TAYLOR, MICHAEL G	CREDITOR COMMITTEE	ATTENDED WEEKLY MEETING WITH GENUITY	0.5	\$ 180
09/17/03	SMITH, SHEILA T	CREDITOR COMMITTEE	PREPARATION AND OVERVIEW OF CREDITOR COMMITTEE MEETING AND DELOITTE PRESENTATION	0.5	\$ 240
09/17/03	TAYLOR, MICHAEL G	REQUESTS & APPROVALS	REVIEWED A/R SETTLEMENT FOR INTERNAP AND EARTHLINK	0.8	\$ 288
09/18/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	BEGAN UPDATE OF RECOVERY ANALYSIS INFORMATION, IN ORDER TO RECONCILE PRIOR D&T ESTIMATES TO MORE UP TO DATE ANALYSES PREPARED BY THE DEBTORS FOR INCLUSION IN THE DISCLOSURE STATEMENTS, INCLUDING VARIOUS CONVERSATIONS AND EMAILS WITH THE DEBTOR (A. BORGGAARD & T. BRENTS) AS WELL AS COMMITTEE COUNSEL (D. FELDMAN).	3.1	\$ 1,240

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ .80%</u>
09/18/03	TAYLOR, MICHAEL G	CREDITOR COMMITTEE	REVIEWED AIR SETTLEMENT FOR INTERNAP	0.1	\$ 36
09/19/03	SMITH, SHEILA T	CREDITOR COMMITTEE	CALLS WITH J POLLOCK AND REVIEW OF RELATED EMAILS ON CREDITOR COMMITTEE MEETING 9/18	0.5	\$ 240
09/19/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	BEGAN UPDATE OF VARIOUS SCENARIOS COMPLETED IN PRIOR MONTHS TO FACILITATE THE INTER-CREDITOR SETTLEMENT DISCUSSIONS, INCLUDING VARIOUS CONVERSATIONS WITH T. BRENTS, A. BORGGAARD, DEBTORS COUNSEL AND D FELDMAN	4.9	\$ 1,960
09/19/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	COMPLETED UPDATE OF RECOVERY ANALYSIS INFORMATION, IN ORDER TO RECONCILE PRIOR D&T ESTIMATES TO MORE UP TO DATE ANALYSES PREPARED BY THE DEBTORS FOR INCLUSION IN THE DISCLOSURE STATEMENTS, INCLUDING VARIOUS CONVERSATIONS AND EMAILS WITH THE DEBTOR (A. BORGGAARD & T. BRENTS) AS WELL AS COMMITTEE COUNSEL (D. FELDMAN).	2.5	\$ 1,000
09/22/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	COMPLETED AND DISTRIBUTED UPDATE OF VARIOUS SCENARIOS COMPLETED IN PRIOR MONTHS TO FACILITATE THE INTER-CREDITOR SETTLEMENT DISCUSSIONS, INCLUDING VARIOUS CONVERSATIONS WITH T. BRENTS, A. BORGGAARD, DEBTORS COUNSEL AND D FELDMAN	3.2	\$ 1,280
09/24/03	SMITH, SHEILA T	REQUESTS & APPROVALS	DISCUSSIONS ON ADELPHIA TREATMENT AND RELATED AIR ISSUES	0.4	\$ 192
09/24/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	REVIEWED ADELPHIA REQUESTS & APPROVALS REQUEST DOCUMENTS RECEIVED FROM MANAGEMENT.	0.9	\$ 360
09/24/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	BEGAN WRITE-UP OF ADELPHIA REQUESTS & APPROVALS PROPOSAL FINDINGS & RECOMMENDATION	0.5	\$ 200
09/24/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	COMPLETED & DISTRIBUTED WRITE-UP OF ADELPHIA REQUESTS & APPROVALS PROPOSAL FINDINGS & RECOMMENDATION	0.5	\$ 200
09/24/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	CONTINUED ANALYSIS OF ADELPHIA REQUESTS & APPROVALS PROPOSAL	1.6	\$ 640
09/24/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	BEGAN ANALYSIS OF ADELPHIA REQUESTS & APPROVALS PROPOSAL	2.1	\$ 840

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
09/24/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	COMPLETED ANALYSIS OF ADELPHIA REQUESTS & APPROVALS PROPOSAL	1.1	\$ 440
09/29/03	SMITH, SHEILA T	PLAN & DISCLOSURE STATEMENT	REVIEW OF AND COMMENTS RELATED TO PLAN OF REORGANIZATION, DISCLOSURE STATEMENT AND RELATED OBJECTIONS FILED	1.5	\$ 720
09/29/03	POLLOCK, JAMES P	FEE APPLICATION	PARTNER REVIEW, REVISIONS & APPROVAL	1.2	\$ 480
09/29/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	REVISITED AND DISCUSSED SENSITIVITY ANALYSIS FACTORS RELATED TO THE RECOVERY ANALYSIS AND PRIOR WATERFALL SCENARIOS, INCLUDING FOLLOW UP DISCUSSIONS WITH M. TAYLOR, T. BRENTS, A. BORGGAARD, DEBTORS COUNSEL AND D FELDMAN	4.1	\$ 1,640
09/29/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	EMAIL AND TELEPHONE CONTACT WITH KEY COMMITTEE MEMBERS TO ENSURE QUICK TURN APPROVAL OF ADELPHIA SETTLEMENT PROPOSAL.	0.6	\$ 240
09/29/03	TAYLOR, MICHAEL G	PLAN & DISCLOSURE STATEMENT	READ EMAILS FROM KRAMER LEVIN	0.3	\$ 108
09/29/03	TAYLOR, MICHAEL G	PLAN & DISCLOSURE STATEMENT	UPDATED LIQUIDATION SCENARIOS PER KRAMER LEVIN	0.6	\$ 216
09/29/03	TAYLOR, MICHAEL G	PLAN & DISCLOSURE STATEMENT	ATTENDED MEETING WITH J. POLLOCK AND T. BRENTS RE: WATERFALL ANALYSIS RECOVERY SCENARIOS	0.7	\$ 252
09/29/03	TAYLOR, MICHAEL G	PLAN & DISCLOSURE STATEMENT	ATTENDED MEETING WITH J. POLLOCK, T. BRENTS, KRAMER LEVIN AND ROPES AND GRAY RE: RECOVERY SCENARIOS FOR DISCLOSURE STATEMENT	0.6	\$ 216
09/29/03	TAYLOR, MICHAEL G	REQUESTS & APPROVALS	CORRESPONDED WITH KRAMER LEVIN RE: A/R SETTLEMENT FOR INTERNAP	0.1	\$ 36
10/01/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	REVIEWED PLAN OF LIQUIDATION	2.7	\$ 1,080
10/02/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	ADDITIONAL REVIEW OF AND COMMENT ON PLAN OF LIQUIDATION	2.1	\$ 840

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
10/02/03	TAYLOR, MICHAEL G	REQUESTS & APPROVALS	DISCUSSED A/R SETTLEMENTS WITH KRAMER LEVIN	0.1	\$ 36
10/06/03	POLLOCK, JAMES P	FEE APPLICATION	AGGREGATED DATA, BUILT SCHEDULES FOR AUGUST 2003 FEE APPLICATION	2.6	\$ 1,040
10/07/03	LISCIANDRO, JOHN F	OPERATING RESULTS & FORECASTS	PREPARED AND ATTENDED WEEKLY CONFERENCE CALL WITH DEBTOR	0.8	\$ 339
10/08/03	TAYLOR, MICHAEL G	REQUESTS & APPROVALS	REVIEWED A/R SETTLEMENT	0.8	\$ 288
10/13/03	POLLOCK, JAMES P	CLAIMS ANALYSIS	REVIEWED MATERIAL RELATED TO VERIZON CLAIMS ANALYSIS AND PREPARED FOR CREDITOR COMMITTEE CALL	1.8	\$ 720
10/13/03	WHITE, CHERYL A	FEE APPLICATION	PREPARED SEPTEMBER 2003 FEE APPLICATION	1.9	\$ 532
10/14/03	SMITH, SHEILA T	OPERATING RESULTS & FORECASTS	PARTICIPATED IN WEEKLY CONFERENCE CALL WITH DEBTOR AND RELATED COMMITTEE REPRESENTATIVES	0.8	\$ 384
10/14/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	REVIEWED VERIZON SETTLEMENT DOCUMENTS	0.4	\$ 170
10/14/03	POLLOCK, JAMES P	CLAIMS ANALYSIS	PARTICIPATED IN DISCUSSIONS RE: VERIZON CLAIMS ANALYSIS WITH REPRESENTATIVES OF CREDITOR COMMITTEE	0.9	\$ 360
10/14/03	POLLOCK, JAMES P	CLAIMS ANALYSIS	PREPARED FOR CLAIMS ANALYSIS DISCUSSIONS RE: VERIZON	2.1	\$ 840
10/14/03	POLLOCK, JAMES P	OPERATING RESULTS & FORECASTS	PARTICIPATED IN WEEKLY CONFERENCE CALL WITH DEBTOR AND RELATED COMMITTEE REPRESENTATIVES	0.8	\$ 320
10/14/03	TAYLOR, MICHAEL G	OPERATING RESULTS & FORECASTS	PREPARED FOR AND ATTENDED WEEKLY CALL WITH ESTATE	0.8	\$ 288

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

Date	Name	Category	Description	Hours	Fees @ 80%
10/15/03	SMITH, SHEILA T	FEE APPLICATION	REVIEWED AND REVISED AUGUST FEE APPLICATION	1.1	\$ 528
10/15/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	REVIEWED VERIZON SETTLEMENT DOCUMENTS	0.4	\$ 170
10/15/03	POLLOCK, JAMES P	CLAIMS ANALYSIS	PARTICIPATED IN DISCUSSIONS RE: VERIZON CLAIMS ANALYSIS WITH CREDITOR COMMITTEE	0.9	\$ 360
10/15/03	POLLOCK, JAMES P	CLAIMS ANALYSIS	REVIEWED VERIZON SETTLEMENT DOCUMENTS	0.8	\$ 320
10/15/03	LISCIANDRO, JOHN F	CREDITOR COMMITTEE	PREPARED FOR AND ATTENDED CREDITOR COMMITTEE CALL RE: VERIZON SETTLEMENT	1.2	\$ 509
10/16/03	SMITH, SHEILA T	CLAIMS ANALYSIS	PARTICIPATED IN A PORTION OF THE CONFERENCE CALL ON VERIZON SETTLEMENT DISCUSSIONS	0.8	\$ 384
10/16/03	POLLOCK, JAMES P	CLAIMS ANALYSIS	PROVIDED ANALYSIS OF AND COMMENT ON VERIZON CLAIM SETTLEMENT	2.4	\$ 960
10/16/03	POLLOCK, JAMES P	FEE APPLICATION	REVISED AUGUST FEE APPLICATION	1.8	\$ 720
10/16/03	TAYLOR, MICHAEL G	CLAIMS ANALYSIS	PREPARED FOR AND ATTENDED CONFERENCE CALL WITH ESTATE TO DISCUSS VERIZON SETTLEMENT	0.2	\$ 72
10/17/03	POLLOCK, JAMES P	CLAIMS ANALYSIS	PARTICIPATED IN DISCUSSIONS RE: VERIZON CLAIMS ANALYSIS	1.6	\$ 640
10/17/03	POLLOCK, JAMES P	FEE APPLICATION	PROVIDED SECOND REVIEW OF AND RECONCILIATION OF AUGUST FEE APPLICATION	1.7	\$ 680
10/17/03	MARTIN, KATHLEEN A	CREDITOR COMMITTEE	SUMMARIZED EXPENSES OF DEBTOR'S SPECIAL COUNSEL FIRMS	0.5	\$ 110

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
10/20/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	PREPARED FOR AND ATTENDED CALL WITH DEBTOR RE: VERIZON SETTLEMENT	1.6	\$ 678
10/20/03	TAYLOR, MICHAEL G	OPERATING RESULTS & FORECASTS	PREPARED FOR AND ATTENDED CONFERENCE CALL WITH GENUITY AND COMMITTEE RE: VERIZON SETTLEMENT NEGOTIATIONS, LEVEL 3, WEEKLY UPDATE	1.8	\$ 648
10/22/03	SMITH, SHEILA T	FEE APPLICATION	REVIEWED AND REVISED SEPTEMBER MONTHLY FEE APPLICATION	1.0	\$ 480
10/22/03	POLLOCK, JAMES P	FEE APPLICATION	REVIEWED AND COMMENTED ON SEPTEMBER 2003 FEE APPLICATION	1.0	\$ 400
10/23/03	TAYLOR, MICHAEL G	CREDITOR COMMITTEE	REVIEWED EMAILS FROM COUNSEL	0.1	\$ 36
10/24/03	POLLOCK, JAMES P	PLAN CONFIRMATION - OBJECTIONS	PROVIDED FILE REVIEW FOR DEUTSCHE BANK DISCOVERY REQUEST	7.6	\$ 3,040
10/27/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	PREPARED FOR COMMITTEE CALL: L3 GLOBAL SETTLEMENT DISCUSSION AND NORMAL WEEKLY UPDATE.	1.7	\$ 680
10/27/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	PARTICIPATED IN CREDITOR COMMITTEE CALL: L3 GLOBAL SETTLEMENT DISCUSSION AND NORMAL WEEKLY UPDATE.	1.3	\$ 520
10/27/03	LISCIANDRO, JOHN F	OPERATING RESULTS & FORECASTS	REVIEWED WEEKLY REPORT AND SETTLEMENT DOCUMENT	0.3	\$ 127
10/27/03	TAYLOR, MICHAEL G	OPERATING RESULTS & FORECASTS	ATTENDED WEEKLY CONFERENCE CALL WITH GENUITY	1.3	\$ 468
10/29/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	REVIEWED STATUS AND SENT VOICE MAILS TO D. FELDMAN AND J. POLLOCK RE: DEPOSITION, DOCUMENT REQUEST	0.6	\$ 288
10/30/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	PARTICIPATED IN TELEPHONE CALLS AND EMAILS RELATED TO SUBPOENA, POSSIBLE DEPOSITIONS, DOCUMENT PRODUCTION, ETC.	1.0	\$ 480

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
10/30/03	POLLOCK, JAMES P	PLAN CONFIRMATION - OBJECTIONS	CONTINUED DATA REVIEW FOR DISCOVERY RESPONSE	8.9	\$ 3,560
10/31/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	DEUTSCHE BANK DOCUMENT REQUEST AND RELATED SUPPORT PREPARATION; PHONE CALLS WITHIN D&T AND WITH KRAMER LEVIN.	0.6	\$ 288
10/31/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	REVIEWED FILES FOR THE DOCUMENT PRODUCTION REQUEST	0.5	\$ 240
10/31/03	LISCIANDRO, JOHN F	PLAN CONFIRMATION - OBJECTIONS	REVIEWED HARD COPY DOCUMENTS AND DETERMINED RELEVANCE TO SUBPOENA	2.4	\$ 1,018
10/31/03	LISCIANDRO, JOHN F	PLAN CONFIRMATION - OBJECTIONS	REVIEWED E-MAILS AND PREPARED CD OF E-MAILS FOR SUBPOENA	3.1	\$ 1,314
10/31/03	POLLOCK, JAMES P	PLAN CONFIRMATION - OBJECTIONS	CONTINUED REVIEW OF FILES FOR DEUTSCHE BANK DISCOVERY RESPONSE	7.5	\$ 3,000
10/31/03	POLLOCK, JAMES P	PLAN CONFIRMATION - OBJECTIONS	MET WITH J.PETERSON, M.TAYLOR RE: NEXT STEPS FOR GENUITY DISCOVERY	0.3	\$ 120
10/31/03	TAYLOR, MICHAEL G	PLAN CONFIRMATION - OBJECTIONS	MET WITH J.PETERSON, J.POLLOCK RE: NEXT STEPS FOR GENUITY DISCOVERY	0.3	\$ 108
10/31/03	TAYLOR, MICHAEL G	PLAN CONFIRMATION - OBJECTIONS	PREPARED DOCUMENTS PER DEUTSCHE BANK SUBPOENA	4.3	\$ 1,548
10/31/03	PETERSON, JOHN D G	PLAN CONFIRMATION - OBJECTIONS	MET WITH M.TAYLOR, J.POLLOCK RE: NEXT STEPS FOR GENUITY DISCOVERY	0.3	\$ 108
10/31/03	PETERSON, JOHN D G	PLAN CONFIRMATION - OBJECTIONS	REVIEWED EMAILS FOR RELEVANT MATERIAL PER DEUTSCHE BANK SUBPOENA	2.4	\$ 864
11/03/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	CALLS AND MEETINGS WITH OGC AND J. POLLOCK RE: DOCUMENT PRODUCTION AND REVIEW OF SAME	0.6	\$ 288

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
11/03/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	COMMITTEE CONFERENCE CALL	2.2	\$ 880
11/03/03	POLLOCK, JAMES P	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY RESPONSE: GATHERED, REVIEWED & ORGANIZED DOCUMENTS & FILES WHICH APPEARED TO BE RESPONSIVE TO DISCOVERY AND DEPOSITION REQUESTS	5.7	\$ 2,280
11/03/03	TAYLOR, MICHAEL G	PLAN CONFIRMATION - OBJECTIONS	GATHERED DOCUMENTS RE: DISCOVERY AND DEPOSITION REQUESTS	5.1	\$ 1,836
11/03/03	MASON, KAZUMI	PLAN CONFIRMATION - OBJECTIONS	GATHERED, ORGANIZED AND PRODUCED DOCUMENTS FOR DISCOVERY AND DEPOSITION REQUESTS	6.6	\$ 1,848
11/03/03	PETERSON, JOHN D G	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY - AGGREGATE POTENTIAL DISCOVERY DOCUMENTS	2.2	\$ 792
11/03/03	JACK, JUDITH EBONY	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY- COMPLETED AGGREGATING POTENTIAL DISCOVERY DOCUMENTS (WORK PRODUCT FOLDER)	0.3	\$ 36
11/03/03	JACK, JUDITH EBONY	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY- CONTINUED AGGREGATING POTENTIAL DISCOVERY DOCUMENTS	4.2	\$ 504
11/03/03	JACK, JUDITH EBONY	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY- AGGREGATED POTENTIAL DISCOVERY DOCUMENTS (WORK PRODUCT FOLDER)	4.2	\$ 504
11/03/03	JOHNSTON, MELESA A	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY- AGGREGATED AND SEGREGATED DISCOVERY EMAILS: PRINTED SAME	2.1	\$ 286
11/04/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	TELEPHONE CALLS WITH D. FELDMAN ON DEPOSITION ISSUES AND VOICE MAIL TO M. SCHWARTZ RE: LIMITATION(S) ON DOCUMENT PRODUCTION	0.5	\$ 240
11/04/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	MEETING WITH J. POLLOCK AND SUBSEQUENT EMAILS RELATED TO DOCUMENT PRODUCTION	0.5	\$ 240
11/04/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	COMMENCE REVIEW ON A SAMPLE BASIS DOCUMENTS RESPONSIVE TO DISCOVERY REQUEST AND PRELIMINARY DEPOSITION PREPARATION	0.7	\$ 336

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ .80%</u>
11/04/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	CONFERENCE CALL WITH KRAMER LEVIN AND CREDITOR COMMITTEE ON DISCOVERY REQUEST AND DEPOSITION	0.4	\$ 192
11/04/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	CONTINUE REVIEW ON A SAMPLE BASIS DOCUMENTS RESPONSIVE TO DISCOVERY REQUESTS AND PRELIMINARY DEPOSITION PREPARATION	0.2	\$ 96
11/04/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	CONFERENCE CALL WITH OGC RE: DEPOSITION	0.3	\$ 144
11/04/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	CONTINUE REVIEW ON A SAMPLE BASIS DOCUMENTS RESPONSIVE TO DISCOVERY REQUESTS	0.9	\$ 432
11/04/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	COMMITTEE CONFERENCE CALL	1.5	\$ 600
11/04/03	POLLOCK, JAMES P	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY RESPONSE: GATHERED, REVIEWED & ORGANIZED DOCUMENTS & FILES WHICH APPEARED TO BE RESPONSIVE TO DISCOVERY AND DEPOSITION REQUESTS	6.5	\$ 2,600
11/04/03	TAYLOR, MICHAEL G	PLAN CONFIRMATION - OBJECTIONS	GATHERED DOCUMENTS WHICH APPEARED TO BE RESPONSIVE TO DISCOVERY AND DEPOSITION REQUESTS	0.2	\$ 72
11/04/03	PETERSON, JOHN D G	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY - CONTINUED AGGREGATING AND SEGREGATING DISCOVERY RELATED EMAILS; PRINTED SAME	4.6	\$ 1,656
11/04/03	JACK, JUDITH EBONY	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY- AGGREGATED AND SEGREGATED POTENTIAL DISCOVERY EMAILS (JIM)	4.2	\$ 504
11/04/03	JACK, JUDITH EBONY	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY- CONTINUED AGGREGATING AND SEGREGATING POTENTIAL DISCOVERY DOCUMENTS (JIM)	2.3	\$ 276
11/04/03	JOHNSTON, MELESA A	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY- CONTINUED AGGREGATING AND SEGREGATING DISCOVERY EMAILS	2.3	\$ 313
11/04/03	JOHNSTON, MELESA A	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY- AGGREGATED AND SEGREGATED POTENTIAL DISCOVERY DOCUMENTS	4.2	\$ 571

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ .80%</u>
11/05/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	DISCUSSED DOCUMENT REQUEST WITH J. POLLOCK AND NDA	0.3	\$ 144
11/05/03	POLLOCK, JAMES P	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY: REVIEWED RETAINED DOCUMENTS AND FILES & COORDINATED TEAM EFFORTS.	5.7	\$ 2,280
11/05/03	TAYLOR, MICHAEL G	PLAN CONFIRMATION - OBJECTIONS	REVIEWED EMAILS RE: DISCOVERY AND DEPOSITION REQUESTS	0.2	\$ 72
11/05/03	PETERSON, JOHN D G	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY- AGGREGATED AND SEGREGATED POTENTIAL DISCOVERY DOCUMENTS	5.7	\$ 2,052
11/06/03	SMITH, SHEILA T	CONFIRMATION HEARING	DISCUSSIONS AND EMAIL WITH D. FELDMAN, OGC ON BEST INTEREST TESTS AND CONFIRMATION HEARINGS	0.5	\$ 240
11/06/03	POLLOCK, JAMES P	CONFIRMATION HEARING	DISCOVERY RESPONSE: REVIEWED EMAILS RE: DECISION AT HEARING ON 1/15. BEGAN FOLLOW UP ON THE ICG SETTLEMENT DISCUSSION INCLUDED IN D. FELDMAN'S EMAIL.	0.5	\$ 200
11/06/03	WHITE, CHERYL A	FEE APPLICATION	ASSISTED IN PREPARATION OF MONTHLY FEE APPLICATION	0.5	\$ 140
11/06/03	PETERSON, JOHN D G	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY- AGGREGATED AND SEGREGATED POTENTIAL DISCOVERY DOCUMENTS	5.7	\$ 2,052
11/10/03	SMITH, SHEILA T	CONFIRMATION HEARING	VOICE MAILS WITH J. POLLOCK AND IRENE CANNON GEARY OF OGC RE: CONFIRMATION HEARING AND ICG DOCUMENT REQUEST	0.5	\$ 240
11/10/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	PARTICIPATED IN WEEKLY STATUS UPDATE CONCALL WITH THE COMMITTEE & ESTATE MANAGEMENT	1.5	\$ 600
11/11/03	SMITH, SHEILA T	CONFIRMATION HEARING	TELEPHONE CALL WITH KRAMER LEVIN RE: CONFIRMATION HEARING AND RELATED DISCUSSIONS ON OBJECTIONS	0.5	\$ 240
11/11/03	POLLOCK, JAMES P	CONFIRMATION HEARING	PREPARATION FOR & PARTICIPATION IN MEETING WITH S. SMITH, RE: PREPARATION FOR CONFIRMATION HEARING TESTIMONY	4.2	\$ 1,680

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

Date	Name	Category	Description	Hours	Fees @ 80%
11/11/03	PETERSON, JOHN D G	FEE APPLICATION	FEE APPLICATION - PREPARED INVOICES AFTER REVIEWING HISTORIC FEE APPLICATION SUBMISSIONS	0.2	\$ 72
11/12/03	SMITH, SHEILA T	CONFIRMATION HEARING	MEETING WITH J. POLLOCK RE: CONFIRMATION HEARING PREPARATION	1.2	\$ 576
11/12/03	SMITH, SHEILA T	CONFIRMATION HEARING	CONTINUED PREPARATION AND REVIEW OF DOCUMENTS FOR CONFIRMATION HEARING	0.5	\$ 240
11/12/03	POLLOCK, JAMES P	CONFIRMATION HEARING	DISCOVERY & DEPOSITION: GATHERED, ORGANIZED AND RE-FAMILIARIZED MYSELF WITH KEY DOCUMENTS TO BE USED BY S. SMITH IN PREPARATION FOR CONFIRMATION HEARING	4.2	\$ 1,680
11/12/03	TAYLOR, MICHAEL G	PLAN CONFIRMATION - OBJECTIONS	PREPARED FOR S. SMITH DEPOSITION	0.2	\$ 72
11/13/03	SMITH, SHEILA T	CONFIRMATION HEARING	CONTINUED PREPARATION FOR GENUITY CONFIRMATION HEARING	2.2	\$ 1,056
11/13/03	POLLOCK, JAMES P	CONFIRMATION HEARING	CONTINUED PREPARATION FOR GENUITY CONFIRMATION HEARING	2.2	\$ 880
11/13/03	TAYLOR, MICHAEL G	CONFIRMATION HEARING	PREPARED S. SMITH FOR TESTIMONY IN BANKRUPTCY COURT RE: PLAN OF LIQUIDATION	0.5	\$ 180
11/14/03	SMITH, SHEILA T	CONFIRMATION HEARING	VARIOUS TELEPHONE CALLS ON VERIZON SETTLEMENT AND IMPACT ON RECOVERY AND CONFIRMATION OBJECTIONS	0.3	\$ 144
11/14/03	SMITH, SHEILA T	CONFIRMATION HEARING	PREPARE FOR AND ATTEND TELEPHONIC MEETING WITH KRAMER LEVIN, M. TAYLOR, J. POLLOCK TO PREPARE FOR CONFIRMATION HEARING TESTIMONY	4.2	\$ 2,016
11/14/03	POLLOCK, JAMES P	CONFIRMATION HEARING	PREPARE FOR AND ATTEND TELEPHONIC MEETING WITH KRAMER LEVIN, S. SMITH & M. TAYLOR TO PREPARE FOR CONFIRMATION HEARING TESTIMONY	3.2	\$ 1,280
11/14/03	TAYLOR, MICHAEL G	CONFIRMATION HEARING	PREPARED FOR AND ATTENDED MEETING WITH KRAMER LEVIN, S. SMITH AND J. POLLOCK RE: PLAN OF REORGANIZATION CONFIRMATION HEARING	2.8	\$ 1,008

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

Date	Name	Category	Description	Hours	Fees @ 80%
11/14/03	TAYLOR, MICHAEL G	CONFIRMATION HEARING	PREPARED FOR HEARING RE: PLAN OF REORGANIZATION	0.4	\$ 144
11/14/03	PETERSON, JOHN D G	FEE APPLICATION	BEGAN DATA REVIEW FOR OCTOBER 2003 FEE APPLICATION	1.2	\$ 432
11/16/03	SMITH, SHEILA T	CONFIRMATION HEARING	TRAVEL TO NYC AND PREPARE FOR CONFIRMATION HEARING TESTIMONY	4.7	\$ 2,256
11/16/03	TAYLOR, MICHAEL G	CONFIRMATION HEARING	SUMMARIZED DELOITTE WORK IN PREPARATION FOR PLAN CONFIRMATION HEARING	2.7	\$ 972
11/17/03	SMITH, SHEILA T	CONFIRMATION HEARING	PREPARE FOR AND ATTEND CONFIRMATION HEARING AND TRAVEL BACK TO BOSTON	10.4	\$ 4,992
11/17/03	TAYLOR, MICHAEL G	CONFIRMATION HEARING	PREAPRED FOR AND ATTENDED PLAN OF LIQUIDATION HEARING AT REQUEST OF COMMITTEE	10.4	\$ 3,744
11/17/03	PETERSON, JOHN D G	FEE APPLICATION	OCTOBER FEE APPLICATION - DOWNLOADS, DATA AGGREGATION, INITIAL FOLLOW-UPS FOR DETAIL	3.5	\$ 1,260
11/18/03	SMITH, SHEILA T	FEE APPLICATION	CALLS WITH J. POLLOCK AND DISCUSSIONS WITH J. PETERSON RE: FILING OCT FEE APPLICATION AND ADMINISTRATIVE BAR DATES AND POST CONFIRMATION ACTIVITIES AND TIMING	0.5	\$ 240
11/18/03	PETERSON, JOHN D G	FEE APPLICATION	CREATED AND REVIEWED EXHIBIT D, OCTOBER FEE APPLICATION	0.3	\$ 108
11/19/03	SMITH, SHEILA T	FEE APPLICATION	DISCUSSIONS WITH J. PETERSON RE: OCT FEE APPLICATION AND RELATED DEADLINE ISSUES DISCUSSED WITH C. WHITE	0.3	\$ 144
11/19/03	PETERSON, JOHN D G	FEE APPLICATION	OCTOBER 2003 FEE APPLICATION SCHEDULES, EXHIBITS, AFFIDAVIT, FILING	6.5	\$ 2,340
11/20/03	PETERSON, JOHN D G	FEE APPLICATION	DOCUMENT FINAL VERSION OF OCTOBER FEE APPLICATION FOR FILES; ORGANIZE OCTOBER FEE APP FILES ON O DRIVE; FOLLOW-UP CALL TO KRAMER LEVIN (L.FONTAINE) TO NOTIFY OCTOBER 2003 FEE APPLICATION WILL ARRIVE 11/20/03 MORNING;	0.8	\$ 288

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
11/21/03	SMITH, SHEILA T	CREDITOR COMMITTEE	VOICE MAILS TO KRAMER LEVIN IN PREPARATION FOR CREDITOR COMMITTEE CALL ON 11/24, EFFECTIVE DATE ISSUES ON CONFIRMATION AND PROCEDURES POST EFFECTIVE DATE	0.5	\$ 240
11/24/03	SMITH, SHEILA T	CREDITOR COMMITTEE	REVIEW SUPPORTING SCHEDULE AND PREPARE FOR AND ATTEND TELEPHONIC CONFERENCE CALL WITH CREDITOR COMMITTEE TO DISCUSS EFFECTIVE DATE, POST EFFECTIVE DATE ACTIVITIES	0.7	\$ 336
11/24/03	POLLOCK, JAMES P	FEE APPLICATION	FEE APP, COLLECTIONS & BILLING	1.2	\$ 480
11/24/03	WHITE, CHERYL A	FEE APPLICATION	ASSISTED WITH FEE APP	1.4	\$ 392
11/26/03	POLLOCK, JAMES P	FEE APPLICATION	FEE APP, COLLECTIONS & BILLING	1.2	\$ 480
12/03/03	POLLOCK, JAMES P	FEE APPLICATION	PREPARED NOVEMBER FEE APPLICATION	2.0	\$ 800
12/10/03	SMITH, SHEILA T	FEE APPLICATION	REVIEWED VARIOUS FEE APPLICATION ISSUES ON RATES AND TIMING	0.5	\$ 240
12/11/03	POLLOCK, JAMES P	FEE APPLICATION	PREPARED NOVEMBER FEE APPLICATION	2.0	\$ 800
12/18/03	KONIG, AVIGDOR D	FEE APPLICATION	REVIEWED MASTER DATABASE, INCORPORATED NOVEMBER DATA INTO DATABASE, REVIEWED AND FORMATTED FEE APPLICATION	0.9	\$ 198
12/18/03	TAYLOR, MICHAEL G	FEE APPLICATION	COMPILED NOVEMBER 2003 FEE APPLICATION	0.4	\$ 144
12/19/03	KONIG, AVIGDOR D	FEE APPLICATION	PREPARED NOVEMBER 2003 FEE APPLICATION	1.8	\$ 396
12/19/03	TAYLOR, MICHAEL G	FEE APPLICATION	PREPARED THIRD AND FINAL INTERIM FEE APPLICATION	1.6	\$ 576

EXHIBIT D - TIME DETAIL FOR ALL SERVICES

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
12/22/03	POLLOCK, JAMES P	FEE APPLICATION	PREPARED THIRD AND FINAL INTERIM FEE APPLICATION	4.0	\$ 1,600
12/22/03	TAYLOR, MICHAEL G	FEE APPLICATION	PREPARED THIRD AND FINAL INTERIM FEE APPLICATION	6.4	\$ 2,304
				<u>409.9</u>	<u>\$ 152,723</u>

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Deloitte & Touche LLP
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EXHIBIT D1 SUMMARY - CLAIMS ANALYSIS

	<u>Hours</u>	<u>Fees at 80% of Std</u>
LISCIANDRO, JOHN F	9.6	4,070.4
MILLER, KAREN L	0.3	84.0
POLLOCK, JAMES P	10.5	4,200.0
SMITH, SHEILA T	0.8	384.0
TAYLOR, MICHAEL G	0.2	72.0
Totals	<u><u>21.4</u></u>	<u><u>\$ 8,810</u></u>

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EXHIBIT D1 - TIME DETAIL FOR CLAIMS ANALYSIS

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
08/01/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	REVIEWED REJECTION NOTICES	0.2	\$ 85
08/01/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	CALL WITH A. BORGGAARD, RE: REJECTION CLAIM ESTIMATES AND STATUS OF REMAINING REJECTION NOTICES	0.2	\$ 85
08/04/03	MILLER, KAREN L	CLAIMS ANALYSIS	OBTAINED CD COPIES OF CLAIMS REGISTER AND PROOF OF CLAIM FORMS AND SENT COPY TO J. LISCIANDRO	0.3	\$ 84
08/12/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	REVIEWED REJECTION NOTICES	0.2	\$ 85
08/12/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	REVIEWED CLAIMS CALCULATION DOCUMENTS PROVIDED BY DEBTOR (.3), REVIEW ALL CLAIMS INFO FOR POSSIBLE EARTHLINK INFO (.3)	0.6	\$ 254
08/12/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	PARTICIPATED IN CONFERENCE CALL WITH VERIZON AND DEBTOR TO DISCUSS CLAIMS	4.6	\$ 1,950
08/13/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	REVIEWED REJECTION NOTICES	0.1	\$ 42
08/13/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	PERFORMED DETAILED REVIEW OF VERIZON CLAIMS FILE PREPARED BY DEBTORS FOR VERIZON	0.8	\$ 339
08/21/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	REVIEWED AND ANALYZED DEBTORS' CLAIMS FILE	0.3	\$ 127
08/22/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	REVIEWED REJECTION NOTICES	0.2	\$ 85
10/13/03	POLLOCK, JAMES P	CLAIMS ANALYSIS	REVIEWED MATERIAL RELATED TO VERIZON CLAIMS ANALYSIS AND PREPARED FOR CREDITOR COMMITTEE CALL	1.8	\$ 720
10/14/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	REVIEWED VERIZON SETTLEMENT DOCUMENTS	0.4	\$ 170
10/14/03	POLLOCK, JAMES P	CLAIMS ANALYSIS	PARTICIPATED IN DISCUSSIONS RE: VERIZON CLAIMS ANALYSIS WITH REPRESENTATIVES OF CREDITOR COMMITTEE	0.9	\$ 360

EXHIBIT D1 - TIME DETAIL FOR CLAIMS ANALYSIS

Date	Name	Category	Description	Hours	Fees @ 80%
10/14/03	POLLOCK, JAMES P	CLAIMS ANALYSIS	PREPARED FOR CLAIMS ANALYSIS DISCUSSIONS RE: VERIZON	2.1	\$ 840
10/15/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	REVIEWED VERIZON SETTLEMENT DOCUMENTS	0.4	\$ 170
10/15/03	POLLOCK, JAMES P	CLAIMS ANALYSIS	PARTICIPATED IN DISCUSSIONS RE: VERIZON CLAIMS ANALYSIS WITH CREDITOR COMMITTEE	0.9	\$ 360
10/15/03	POLLOCK, JAMES P	CLAIMS ANALYSIS	REVIEWED VERIZON SETTLEMENT DOCUMENTS	0.8	\$ 320
10/16/03	SMITH, SHEILA T	CLAIMS ANALYSIS	PARTICIPATED IN A PORTION OF THE CONFERENCE CALL ON VERIZON SETTLEMENT DISCUSSIONS	0.8	\$ 384
10/16/03	POLLOCK, JAMES P	CLAIMS ANALYSIS	PROVIDED ANALYSIS OF AND COMMENT ON VERIZON CLAIM SETTLEMENT	2.4	\$ 960
10/16/03	TAYLOR, MICHAEL G	CLAIMS ANALYSIS	PREPARED FOR AND ATTENDED CONFERENCE CALL WITH ESTATE TO DISCUSS VERIZON SETTLEMENT	0.2	\$ 72
10/17/03	POLLOCK, JAMES P	CLAIMS ANALYSIS	PARTICIPATED IN DISCUSSIONS RE: VERIZON CLAIMS ANALYSIS	1.6	\$ 640
10/20/03	LISCIANDRO, JOHN F	CLAIMS ANALYSIS	PREPARED FOR AND ATTENDED CALL WITH DEBTOR RE: VERIZON SETTLEMENT	1.6	\$ 678
				21.4	\$ 8,810

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EXHIBIT D2 SUMMARY - CONFIRMATION HEARING

	<u>Hours</u>	<u>Fees at 80% of Std</u>
POLLOCK, JAMES P	14.3	5,720.0
SMITH, SHEILA T	25.0	12,000.0
TAYLOR, MICHAEL G	16.8	6,048.0
Totals	<u><u>56.1</u></u>	<u><u>\$ 23,768</u></u>

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EXHIBIT D2 - CONFIRMATION HEARING

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
11/06/03	SMITH, SHEILA T	CONFIRMATION HEARING	DISCUSSIONS AND EMAIL WITH D. FELDMAN, OGC ON BEST INTEREST TESTS AND CONFIRMATION HEARINGS	0.5	\$ 240
11/06/03	POLLOCK, JAMES P	CONFIRMATION HEARING	DISCOVERY RESPONSE: REVIEWED EMAILS RE: DECISION AT HEARING ON 11/5. BEGAN FOLLOW UP ON THE ICG SETTLEMENT DISCUSSION INCLUDED IN D. FELDMAN'S EMAIL.	0.5	\$ 200
11/10/03	SMITH, SHEILA T	CONFIRMATION HEARING	VOICE MAILS WITH J. POLLOCK AND IRENE CANNON GEARY OF OGC RE: CONFIRMATION HEARING AND ICG DOCUMENT REQUEST	0.5	\$ 240
11/11/03	SMITH, SHEILA T	CONFIRMATION HEARING	TELEPHONE CALL WITH KRAMER LEVIN RE: CONFIRMATION HEARING AND RELATED DISCUSSIONS ON OBJECTIONS	0.5	\$ 240
11/11/03	POLLOCK, JAMES P	CONFIRMATION HEARING	PREPARATION FOR & PARTICIPATION IN MEETING WITH S. SMITH, RE: PREPARATION FOR CONFIRMATION HEARING TESTIMONY	4.2	\$ 1,680
11/12/03	SMITH, SHEILA T	CONFIRMATION HEARING	MEETING WITH J. POLLOCK RE: CONFIRMATION HEARING PREPARATION	1.2	\$ 576
11/12/03	SMITH, SHEILA T	CONFIRMATION HEARING	CONTINUED PREPARATION AND REVIEW OF DOCUMENTS FOR CONFIRMATION HEARING	0.5	\$ 240
11/12/03	POLLOCK, JAMES P	CONFIRMATION HEARING	DISCOVERY & DEPOSITION: GATHERED, ORGANIZED AND RE-FAMILIARIZED MYSELF WITH KEY DOCUMENTS TO BE USED BY S. SMITH IN PREPARATION FOR CONFIRMATION HEARING	4.2	\$ 1,680
11/13/03	SMITH, SHEILA T	CONFIRMATION HEARING	CONTINUED PREPARATION FOR GENUITY CONFIRMATION HEARING	2.2	\$ 1,056
11/13/03	POLLOCK, JAMES P	CONFIRMATION HEARING	CONTINUED PREPARATION FOR GENUITY CONFIRMATION HEARING	2.2	\$ 880
11/13/03	TAYLOR, MICHAEL G	CONFIRMATION HEARING	PREPARED S. SMITH FOR TESTIMONY IN BANKRUPTCY COURT RE: PLAN OF LIQUIDATION	0.5	\$ 180

EXHIBIT D2 - CONFIRMATION HEARING

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
11/14/03	SMITH, SHEILA T	CONFIRMATION HEARING	VARIOUS TELEPHONE CALLS ON VERIZON SETTLEMENT AND IMPACT ON RECOVERY AND CONFIRMATION OBJECTIONS	0.3	\$ 144
11/14/03	SMITH, SHEILA T	CONFIRMATION HEARING	PREPARE FOR AND ATTEND TELEPHONIC MEETING WITH KRAMER LEVIN, M. TAYLOR, J. POLLOCK TO PREPARE FOR CONFIRMATION HEARING TESTIMONY	4.2	\$ 2,016
11/14/03	POLLOCK, JAMES P	CONFIRMATION HEARING	PREPARE FOR AND ATTEND TELEPHONIC MEETING WITH KRAMER LEVIN, S. SMITH & M. TAYLOR TO PREPARE FOR CONFIRMATION HEARING TESTIMONY	3.2	\$ 1,280
11/14/03	TAYLOR, MICHAEL G	CONFIRMATION HEARING	PREPARED FOR AND ATTENDED MEETING WITH KRAMER LEVIN, S. SMITH AND J. POLLOCK RE: PLAN OF REORGANIZATION CONFIRMATION HEARING	2.8	\$ 1,008
11/14/03	TAYLOR, MICHAEL G	CONFIRMATION HEARING	PREPARED FOR HEARING RE: PLAN OF REORGANIZATION	0.4	\$ 144
11/16/03	SMITH, SHEILA T	CONFIRMATION HEARING	TRAVEL TO NYC AND PREPARE FOR CONFIRMATION HEARING TESTIMONY	4.7	\$ 2,256
11/16/03	TAYLOR, MICHAEL G	CONFIRMATION HEARING	SUMMARIZED DELOITTE WORK IN PREPARATION FOR PLAN CONFIRMATION HEARING	2.7	\$ 972
11/17/03	SMITH, SHEILA T	CONFIRMATION HEARING	PREPARE FOR AND ATTEND CONFIRMATION HEARING AND TRAVEL BACK TO BOSTON	10.4	\$ 4,992
11/17/03	TAYLOR, MICHAEL G	CONFIRMATION HEARING	PREPARED FOR AND ATTENDED PLAN OF LIQUIDATION HEARING AT REQUEST OF COMMITTEE	10.4	\$ 3,744
				<u>56.1</u>	<u>\$ 23,768</u>

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EXHIBIT D3 SUMMARY - CREDITOR COMMITTEE

	<u>Hours</u>	<u>Fees at 80% of Std</u>
LISCIANDRO, JOHN F	2.6	1,102.4
MARTIN, KATHLEEN A	0.5	110.0
POLLOCK, JAMES P	15.8	6,320.0
SMITH, SHEILA T	2.2	1,056.0
TAYLOR, MICHAEL G	2.6	936.0
Totals	<u><u>23.7</u></u>	<u><u>\$ 9,524</u></u>

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EXHIBIT D3 - CREDITOR COMMITTEE

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
08/04/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	REVIEWED WEEKLY FLASH REPORT AND PREPARED FOR WEEKLY STATUS UPDATE CONFERENCE CALL	1.0	\$ 400
08/05/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	WEEKLY STATUS UPDATE CONFERENCE CALL WITH DEBTOR AND COMMITTEE	0.7	\$ 280
08/11/03	LISCIANDRO, JOHN F	CREDITOR COMMITTEE	PREPARED FOR AND PARTICIPATED IN WEEKLY CALL WITH DEBTORS AND CREDITOR COMMITTEE	0.4	\$ 170
08/11/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	REVIEWED WEEKLY FLASH REPORT AND PREPARED FOR WEEKLY STATUS UPDATE CONFERENCE CALL	0.6	\$ 240
08/11/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	WEEKLY STATUS UPDATE CONFERENCE CALL WITH DEBTOR AND COMMITTEE	0.9	\$ 360
08/11/03	TAYLOR, MICHAEL G	CREDITOR COMMITTEE	ATTENDED WEEKLY CALL WITH GENUITY	0.4	\$ 144
08/14/03	TAYLOR, MICHAEL G	CREDITOR COMMITTEE	REVIEWED EMAILS FROM COUNSEL	0.5	\$ 180
08/18/03	LISCIANDRO, JOHN F	CREDITOR COMMITTEE	PREPARED FOR AND PARTICIPATED IN WEEKLY CALL WITH DEBTORS AND CREDITOR COMMITTEE	0.3	\$ 127
08/25/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	REVIEWED WEEKLY FLASH REPORT AND PREPARED FOR WEEKLY STATUS UPDATE CONFERENCE CALL	0.5	\$ 200
08/27/03	TAYLOR, MICHAEL G	CREDITOR COMMITTEE	ATTENDED WEEKLY CALL WITH GENUITY	0.5	\$ 180
09/02/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	PREPARATION FOR AND PARTICIPATION IN CONFERENCE CALL WITH DEBTOR AND THE COMMITTEE	1.3	\$ 520
09/08/03	LISCIANDRO, JOHN F	CREDITOR COMMITTEE	PREPARED FOR AND PARTICIPATE IN WEEKLY CONFERENCE CALL WITH DEBTOR	0.7	\$ 297
09/08/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	PREPARATION FOR AND PARTICIPATION IN CONFERENCE CALL WITH DEBTOR AND THE COMMITTEE	1.3	\$ 520

EXHIBIT D3 - CREDITOR COMMITTEE

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
09/08/03	TAYLOR, MICHAEL G	CREDITOR COMMITTEE	ATTENDED WEEKLY CONFERENCE CALL WITH GENUITY	0.5	\$ 180
09/15/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	PREPARATION FOR AND PARTICIPATION IN CONFERENCE CALL WITH DEBTOR AND THE COMMITTEE	1.3	\$ 520
09/15/03	TAYLOR, MICHAEL G	CREDITOR COMMITTEE	ATTENDED WEEKLY MEETING WITH GENUITY	0.5	\$ 180
09/17/03	SMITH, SHEILA T	CREDITOR COMMITTEE	PREPARATION AND OVERVIEW OF CREDITOR COMMITTEE MEETING AND DELOITTE PRESENTATION	0.5	\$ 240
09/18/03	TAYLOR, MICHAEL G	CREDITOR COMMITTEE	REVIEWED A/R SETTLEMENT FOR INTERNAP	0.1	\$ 36
09/19/03	SMITH, SHEILA T	CREDITOR COMMITTEE	CALLS WITH J POLLOCK AND REVIEW OF RELATED EMAILS ON CREDITOR COMMITTEE MEETING 9/18	0.5	\$ 240
10/15/03	LISCIANDRO, JOHN F	CREDITOR COMMITTEE	PREPARED FOR AND ATTENDED CREDITOR COMMITTEE CALL RE: VERIZON SETTLEMENT	1.2	\$ 509
10/17/03	MARTIN, KATHLEEN A	CREDITOR COMMITTEE	SUMMARIZED EXPENSES OF DEBTOR'S SPECIAL COUNSEL FIRMS	0.5	\$ 110
10/23/03	TAYLOR, MICHAEL G	CREDITOR COMMITTEE	REVIEWED EMAILS FROM COUNSEL	0.1	\$ 36
10/27/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	PREPARED FOR COMMITTEE CALL: L3 GLOBAL SETTLEMENT DISCUSSION AND NORMAL WEEKLY UPDATE.	1.7	\$ 680
10/27/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	PARTICIPATED IN CREDITOR COMMITTEE CALL: L3 GLOBAL SETTLEMENT DISCUSSION AND NORMAL WEEKLY UPDATE.	1.3	\$ 520
11/03/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	COMMITTEE CONFERENCE CALL	2.2	\$ 880
11/04/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	COMMITTEE CONFERENCE CALL	1.5	\$ 600
11/10/03	POLLOCK, JAMES P	CREDITOR COMMITTEE	PARTICIPATED IN WEEKLY STATUS UPDATE CONCALL WITH THE COMMITTEE & ESTATE MANAGEMENT	1.5	\$ 600

EXHIBIT D3 - CREDITOR COMMITTEE

Date	Name	Category	Description	Hours	Fees @ 80%
11/21/03	SMITH, SHEILA T	CREDITOR COMMITTEE	VOICE MAILS TO KRAMER LEVIN IN PREPARATION FOR CREDITOR COMMITTEE CALL ON 11/24, EFFECTIVE DATE ISSUES ON CONFIRMATION AND PROCEDURES POST EFFECTIVE DATE	0.5	\$ 240
11/24/03	SMITH, SHEILA T	CREDITOR COMMITTEE	REVIEW SUPPORTING SCHEDULE AND PREPARE FOR AND ATTEND TELEPHONIC CONFERENCE CALL WITH CREDITOR COMMITTEE TO DISCUSS EFFECTIVE DATE, POST EFFECTIVE DATE ACTIVITIES	0.7	\$ 336
				<u>23.7</u>	<u>\$ 9,524</u>

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EXHIBIT D4 SUMMARY - FEE APPLICATION

	<u>Hours</u>	<u>Fees at 80% of Std</u>
KONIG, AVIGDOR D	4.4	968.0
PETERSON, JOHN D G	12.7	4,572.0
POLLOCK, JAMES P	50.2	20,080.0
SMITH, SHEILA T	5.1	2,448.0
TAYLOR, MICHAEL G	8.4	3,024.0
WHITE, CHERYL A	13.5	3,780.0
Totals	<u><u>94.3</u></u>	<u><u>\$ 34,872</u></u>

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EXHIBIT D4 - FEE APPLICATION

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
08/06/03	POLLOCK, JAMES P	FEE APPLICATION	GATHERED BOSTON TIME AND BILLING DATA AND BEGAN FORMATTING FOR FEE APPLICATION AND RECONCILIATION TO BILLING SYSTEM RECORDS.	1.1	\$ 440
08/08/03	POLLOCK, JAMES P	FEE APPLICATION	FOLLOW UP CALLS TO NOTICE PARTIES REGARDING DELAYED JULY FEE APPLICATION DUE TO MIS SYSTEM OUTAGES CAUSED BY BLASTER VIRUS AND EAST COAST POWER GRID FAILURE.	0.8	\$ 320
08/11/03	POLLOCK, JAMES P	FEE APPLICATION	RECEIVED OTHER OFFICE TIME AND EXPENSE RECORDS FOR JULY FEE APPLICATION, DELAYED DUE TO BLASTER VIRUS AND EAST COAST POWER GRID FAILURE. CONTINUED PREPARATION OF TIME AND EXPENSE DATABASE USED TO PREPARED DETAILED SCHEDULES INCLUDED IN THE JULY FEE APPLICATION.	0.8	\$ 320
08/12/03	WHITE, CHERYL A	FEE APPLICATION	FORMATTED TIME DOCUMENT; VARIOUS EMAILS RE: DISCREPANCIES	2.3	\$ 644
08/13/03	POLLOCK, JAMES P	FEE APPLICATION	BEGAN PREPARATION OF JULY FEE APPLICATION. CONSOLIDATED MONTHLY TIME AND EXPENSE ENTRIES TO PREPARE DATABASE FOR INTERIM FEE APPLICATION DETAILED TIME & EXPENSE SCHEDULES. BEGAN RECONCILIATION OF CUMULATIVE AMOUNTS INCLUDED IN PRIOR FEE APPLICATIONS TO AMOUNTS INCLUDED PER THE BILLING SYSTEM.	3.2	\$ 1,280
08/13/03	KONIG, AVIGDOR D	FEE APPLICATION	CONSOLIDATED APRIL, MAY, JUNE FEE APPLICATION IN PREPARATION OF INTERIM FEE APP.	1.4	\$ 308
08/15/03	POLLOCK, JAMES P	FEE APPLICATION	CONTINUED PREPARATION OF JULY FEE APPLICATION. COMPLETED RECONCILIATION OF TIME AND EXPENSE DETAIL TO BILLING SYSTEM. DRAFTED UPDATES TO AFFIDAVIT AND EXHIBIT B DESCRIPTIONS.	2.1	\$ 840
08/18/03	POLLOCK, JAMES P	FEE APPLICATION	COMPLETED PREPARATION OF JULY FEE APPLICATION. PREPARED CUMULATIVE FEE CAP ANALYSIS. REVIEWED AND FINALIZED DRAFTS OF THE AFFIDAVIT AND EXHIBIT B.	1.1	\$ 440
08/20/03	WHITE, CHERYL A	FEE APPLICATION	WORKED ON FEE APPLICATION	1.7	\$ 476

EXHIBIT D4 - FEE APPLICATION

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
08/22/03	SMITH, SHEILA T	FEE APPLICATION	REVIEWED AND REVISED FEE APPLICATION.	0.5	\$ 240
08/22/03	KONIG, AVIGDOR D	FEE APPLICATION	CONSOLIDATED JUNE AND JULY FEE APPLICATION INTO SECOND INTERIM MASTER DATABASE	0.3	\$ 66
08/25/03	POLLOCK, JAMES P	FEE APPLICATION	BEGAN PREPARATION OF 2ND INTERIM FEE APPLICATION. GATHERED AND CONSOLIDATED MONTHLY TIME AND EXPENSE ENTRIES TO PREPARE DATABASE FOR INTERIM FEE APPLICATION DETAILED TIME & EXPENSE SCHEDULES. BEGAN RECONCILIATION OF CUMULATIVE AMOUNTS INCLUDED IN PRIOR	3.4	\$ 1,360
08/26/03	POLLOCK, JAMES P	FEE APPLICATION	RESEARCHED AND PREPARED DETAILED RECONCILIATION OF DELOITTE'S MONTHLY FEES AND EXPENSES, AMOUNTS RECEIVED FROM THE ESTATE AND AMOUNTS OUTSTANDING FOR S. AVRUCH (INVESTED 5.8 HOURS; BILLED 2.4 TO THE ESTATE.)	2.4	\$ 960
08/26/03	POLLOCK, JAMES P	FEE APPLICATION	COMPLETED PREPARATION OF 2ND INTERIM FEE APPLICATION. PREPARED CUMULATIVE FEE CAP ANALYSIS. REVIEWED AND FINALIZED DRAFTS OF THE AFFIDAVIT AND EXHIBIT B.	3.3	\$ 1,320
08/29/03	WHITE, CHERYL A	FEE APPLICATION	WORKED ON INTERIM FEE APPLICATION	2.1	\$ 588
09/01/03	WHITE, CHERYL A	FEE APPLICATION	RE-RAN DATABASE FOR INTERIM FEE APPLICATION	1.2	\$ 336
09/05/03	PETERSON, JOHN D G	FEE APPLICATION	2ND INTERIM FEE APPLICATION - RECONCILIATION OF A. SIEGEL TIME/CHARGES.	0.2	\$ 72
09/05/03	WHITE, CHERYL A	FEE APPLICATION	WORKED ON INTERIM APPLICATION: EXHIBIT E, AFFIDAVIT, ETC.	1.5	\$ 420
09/08/03	SMITH, SHEILA T	FEE APPLICATION	ISSUES RESOLUTION REGARDING TIMING OF AND STAFFING FOR MONTHLIES AND QUARTERLIES AND RELATED TIMELINES.	0.5	\$ 240
09/11/03	SMITH, SHEILA T	FEE APPLICATION	REVIEW AND REVISIONS OF FEE APPLICATION	0.7	\$ 336

EXHIBIT D4 - FEE APPLICATION

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
09/11/03	POLLOCK, JAMES P	FEE APPLICATION	GATHERED JULY TIME AND EXPENSE DATA & BEGAN RECONCILIATION TO BILLING RECORDS	3.6	\$ 1,440
09/11/03	POLLOCK, JAMES P	FEE APPLICATION	IDENTIFIED GAPS IN TIME DOWNLOADED FOR FEE APP	2.0	\$ 800
09/11/03	WHITE, CHERYL A	FEE APPLICATION	UPDATED EXHIBIT A AND REVIEWED ALL TOTALS WITH J. POLLOCK	0.9	\$ 252
09/12/03	POLLOCK, JAMES P	FEE APPLICATION	RECONCILIATION OF INVOICES & PAYMENTS FOR S. AVRUCH	3.9	\$ 1,560
09/12/03	POLLOCK, JAMES P	FEE APPLICATION	GATHERED AMENDED JULY TIME AND EXPENSE DATA, COMPLETED RECONCILIATION TO BILLING SYSTEM, SUMMARIZED DATA, PREPARED REQUIRED SCHEDULES AND UPDATED AFFIDAVIT AND EXHIBIT B	3.8	\$ 1,520
09/29/03	POLLOCK, JAMES P	FEE APPLICATION	PARTNER REVIEW, REVISIONS & APPROVAL	1.2	\$ 480
10/06/03	POLLOCK, JAMES P	FEE APPLICATION	AGGREGATED DATA, BUILT SCHEDULES FOR AUGUST 2003 FEE APPLICATION	2.6	\$ 1,040
10/13/03	WHITE, CHERYL A	FEE APPLICATION	PREPARED SEPTEMBER 2003 FEE APPLICATION	1.9	\$ 532
10/15/03	SMITH, SHEILA T	FEE APPLICATION	REVIEWED AND REVISED AUGUST FEE APPLICATION	1.1	\$ 528
10/16/03	POLLOCK, JAMES P	FEE APPLICATION	REVISED AUGUST FEE APPLICATION	1.8	\$ 720
10/17/03	POLLOCK, JAMES P	FEE APPLICATION	PROVIDED SECOND REVIEW OF AND RECONCILIATION OF AUGUST FEE APPLICATION	1.7	\$ 680
10/22/03	SMITH, SHEILA T	FEE APPLICATION	REVIEWED AND REVISED SEPTEMBER MONTHLY FEE APPLICATION	1.0	\$ 480

EXHIBIT D4 - FEE APPLICATION

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
10/22/03	POLLOCK, JAMES P	FEE APPLICATION	REVIEWED AND COMMENTED ON SEPTEMBER 2003 FEE APPLICATION	1.0	\$ 400
11/06/03	WHITE, CHERYL A	FEE APPLICATION	ASSISTED IN PREPARATION OF MONTHLY FEE APPLICATION	0.5	\$ 140
11/11/03	PETERSON, JOHN D G	FEE APPLICATION	FEE APPLICATION - PREPARED INVOICES AFTER REVIEWING HISTORIC FEE APPLICATION SUBMISSIONS	0.2	\$ 72
11/14/03	PETERSON, JOHN D G	FEE APPLICATION	BEGAN DATA REVIEW FOR OCTOBER 2003 FEE APPLICATION	1.2	\$ 432
11/17/03	PETERSON, JOHN D G	FEE APPLICATION	OCTOBER FEE APPLICATION - DOWNLOADS, DATA AGGREGATION, INITIAL FOLLOW-UPS FOR DETAIL	3.5	\$ 1,260
11/18/03	SMITH, SHEILA T	FEE APPLICATION	CALLS WITH J. POLLOCK AND DISCUSSIONS WITH J. PETERSON RE: FILING OCT FEE APPLICATION AND ADMINISTRATIVE BAR DATES AND POST CONFIRMATION ACTIVITIES AND TIMING	0.5	\$ 240
11/18/03	PETERSON, JOHN D G	FEE APPLICATION	CREATED AND REVIEWED EXHIBIT D, OCTOBER FEE APPLICATION	0.3	\$ 108
11/19/03	SMITH, SHEILA T	FEE APPLICATION	DISCUSSIONS WITH J. PETERSON RE: OCT FEE APPLICATION AND RELATED DEADLINE ISSUES DISCUSSED WITH C. WHITE	0.3	\$ 144
11/19/03	PETERSON, JOHN D G	FEE APPLICATION	OCTOBER 2003 FEE APPLICATION SCHEDULES, EXHIBITS, AFFIDAVIT, FILING	6.5	\$ 2,340
11/20/03	PETERSON, JOHN D G	FEE APPLICATION	DOCUMENT FINAL VERSION OF OCTOBER FEE APPLICATION FOR FILES; ORGANIZE OCTOBER FEE APP FILES ON O DRIVE; FOLLOW-UP CALL TO KRAMER LEVIN (L-FONTAINE) TO NOTIFY OCTOBER 2003 FEE APPLICATION WILL ARRIVE 11/20/03 MORNING;	0.8	\$ 288
11/24/03	POLLOCK, JAMES P	FEE APPLICATION	FEE APP, COLLECTIONS & BILLING	1.2	\$ 480

EXHIBIT D4 - FEE APPLICATION

Date	Name	Category	Description	Hours	Fees @ 80%
11/24/03	WHITE, CHERYL A	FEE APPLICATION	ASSISTED WITH FEE APP	1.4	\$ 392
11/26/03	POLLOCK, JAMES P	FEE APPLICATION	FEE APP, COLLECTIONS & BILLING	1.2	\$ 480
12/03/03	POLLOCK, JAMES P	FEE APPLICATION	PREPARED NOVEMBER FEE APPLICATION	2.0	\$ 800
12/10/03	SMITH, SHEILA T	FEE APPLICATION	REVIEWED VARIOUS FEE APPLICATION ISSUES ON RATES AND TIMING	0.5	\$ 240
12/11/03	POLLOCK, JAMES P	FEE APPLICATION	PREPARED NOVEMBER FEE APPLICATION	2.0	\$ 800
12/18/03	KONIG, AVIGDOR D	FEE APPLICATION	REVIEWED MASTER DATABASE, INCORPORATED NOVEMBER DATA INTO DATABASE, REVIEWED AND FORMATTED FEE APPLICATION	0.9	\$ 198
12/18/03	TAYLOR, MICHAEL G	FEE APPLICATION	COMPILED NOVEMBER 2003 FEE APPLICATION	0.4	\$ 144
12/19/03	KONIG, AVIGDOR D	FEE APPLICATION	PREPARED NOVEMBER 2003 FEE APPLICATION	1.8	\$ 396
12/19/03	TAYLOR, MICHAEL G	FEE APPLICATION	PREPARED THIRD AND FINAL INTERIM FEE APPLICATION	1.6	\$ 576
12/22/03	POLLOCK, JAMES P	FEE APPLICATION	PREPARED THIRD AND FINAL INTERIM FEE APPLICATION	4.0	\$ 1,600
12/22/03	TAYLOR, MICHAEL G	FEE APPLICATION	PREPARED THIRD AND FINAL INTERIM FEE APPLICATION	6.4	\$ 2,304
				94.3	\$ 34,872

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EXHIBIT D5 SUMMARY - OPERATING RESULTS & FORECASTS

	<u>Hours</u>	<u>Fees at 80% of Std</u>
LISCIANDRO, JOHN F	1.1	466.4
POLLOCK, JAMES P	0.8	320.0
SMITH, SHEILA T	1.4	672.0
TAYLOR, MICHAEL G	5.6	2,016.0
Totals	<u><u>8.9</u></u>	<u><u>\$ 3,474</u></u>

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EXHIBIT D5 - OPERATING RESULTS & FORECASTS

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
08/15/03	TAYLOR, MICHAEL G	OPERATING RESULTS & FORECASTS	REVIEWED AUGUST BUDGET	0.3	\$ 108
08/18/03	SMITH, SHEILA T	OPERATING RESULTS & FORECASTS	WEEKLY CONFERENCE CALL WITH DEBTOR, CREDITOR COMMITTEE PROFESSIONALS AS TO UPDATE ON CURRENT ISSUES, COLLECTIONS, ETC.	0.6	\$ 288
08/18/03	TAYLOR, MICHAEL G	OPERATING RESULTS & FORECASTS	DISCUSSED AUGUST BUDGET WITH R. KUEBEL OF GENUITY	0.1	\$ 36
08/27/03	TAYLOR, MICHAEL G	OPERATING RESULTS & FORECASTS	MET WITH J. POLLOCK RE: CASE UPDATE	0.2	\$ 72
09/02/03	TAYLOR, MICHAEL G	OPERATING RESULTS & FORECASTS	REVIEWED SEPTEMBER OUTLOOK (CR/CD BUDGET), AND DISCUSSED WITH R. KUEBEL OF GENUITY	1.1	\$ 396
10/07/03	LISCIANDRO, JOHN F	OPERATING RESULTS & FORECASTS	PREPARED AND ATTENDED WEEKLY CONFERENCE CALL WITH DEBTOR	0.8	\$ 339
10/14/03	SMITH, SHEILA T	OPERATING RESULTS & FORECASTS	PARTICIPATED IN WEEKLY CONFERENCE CALL WITH DEBTOR AND RELATED COMMITTEE REPRESENTATIVES	0.8	\$ 384
10/14/03	POLLOCK, JAMES P	OPERATING RESULTS & FORECASTS	PARTICIPATED IN WEEKLY CONFERENCE CALL WITH DEBTOR AND RELATED COMMITTEE REPRESENTATIVES	0.8	\$ 320
10/14/03	TAYLOR, MICHAEL G	OPERATING RESULTS & FORECASTS	PREPARED FOR AND ATTENDED WEEKLY CALL WITH ESTATE	0.8	\$ 288
10/20/03	TAYLOR, MICHAEL G	OPERATING RESULTS & FORECASTS	PREPARED FOR AND ATTENDED CONFERENCE CALL WITH GENUITY AND COMMITTEE RE: VERIZON SETTLEMENT NEGOTIATIONS, LEVEL 3, WEEKLY UPDATE	1.8	\$ 648
10/27/03	LISCIANDRO, JOHN F	OPERATING RESULTS & FORECASTS	REVIEWED WEEKLY REPORT AND SETTLEMENT DOCUMENT	0.3	\$ 127
10/27/03	TAYLOR, MICHAEL G	OPERATING RESULTS & FORECASTS	ATTENDED WEEKLY CONFERENCE CALL WITH GENUITY	1.3	\$ 468
				<u>8.9</u>	<u>\$ 3,474</u>

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EXHIBIT D6 SUMMARY - PLAN & DISCLOSURE STATEMENT

	<u>Hours</u>	<u>Fees at 80% of Std</u>
POLLOCK, JAMES P	39.0	15,600.0
SMITH, SHEILA T	2.8	1,344.0
TAYLOR, MICHAEL G	2.5	900.0
Totals	<u><u>44.3</u></u>	<u><u>\$ 17,844</u></u>

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EXHIBIT D6 - PLAN & DISCLOSURE STATEMENT

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
08/01/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	REVIEWED DRAFT PLAN, DISCLOSURE STATEMENT AND COMMENTS	0.3	\$ 120
08/01/03	TAYLOR, MICHAEL G	PLAN & DISCLOSURE STATEMENT	REVIEWED DISCLOSURE STATEMENT WITH KRAMER LEVIN	0.3	\$ 108
08/05/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	REVIEWED DRAFT PLAN, DISCLOSURE STATEMENT AND COMMENTS	0.3	\$ 120
08/13/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	RECONCILED RECOVERY ANALYSIS INPUTS AND RESULTS TO THOSE INCLUDED IN THE DISCLOSURE STATEMENT. IDENTIFIED MATERIAL VARIANCES AND DISCUSSED RATIONAL FOR DEVIATIONS FROM OUR ESTIMATES WITH THE DEBTOR AND THEIR ADVISOR(S)	2.7	\$ 1,080
08/19/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	EMAILS AND DISCUSSIONS WITH A. BORGGGAARD AND T. BRENTS REGARDING THE RECOVERY ANALYSIS SUMMARY INCLUDED IN THE DISCLOSURE STATEMENT, AND THE RESULTS OF THE RECONCILIATION TO DELOITTE'S PRIOR ANALYSES.	1.5	\$ 600
08/20/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	CONTINUED DETAILED REVIEW AND CLAIMS REGISTER DATA, THE DEBTORS' CLAIMS ESTIMATE RANGES, AND THE ESTIMATES DERIVED PREVIOUSLY BY DELOITTE USING THE TOP 50 CLAIMS SCHEDULE PREVIOUSLY PROVIDED BY THE ESTATE.	2.1	\$ 840
08/21/03	SMITH, SHEILA T	PLAN & DISCLOSURE STATEMENT	REVIEWED RECOVERY ANALYSIS TO DISCLOSURE STATEMENT RECONCILIATION WITH J. POLLOCK	0.5	\$ 240
08/21/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	PERFORMED DETAILED REVIEW AND CLAIMS REGISTER, THE DEBTORS' CLAIMS ESTIMATE RANGES, THE ESTIMATES DERIVED PREVIOUSLY BY DELOITTE USING THE TOP 50 CLAIMS SCHEDULE PREVIOUSLY PROVIDED BY THE ESTATE.	3.7	\$ 1,480
08/21/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	COMPLETED DETAILED REVIEW AND CLAIMS REGISTER, THE DEBTORS' CLAIMS ESTIMATE RANGES, THE ESTIMATES DERIVED PREVIOUSLY BY DELOITTE. DISCUSSED KEY OBSERVATIONS WITH THE A BORGGGAARD AND T. BRENTS, AND REACHED CONSENSUS REGARDING QUESTIONS OR DIFFERENCES FROM DELOITTE'S PRIOR ANALYSES.	2.5	\$ 1,000
08/25/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	REVISITED AND FINALIZED RECOVERY ANALYSIS, WITH ADDITIONAL SCENARIOS JOINTLY WITH T. BRENTS & A. BORGGGAARD	2.5	\$ 1,000

EXHIBIT D6 - PLAN & DISCLOSURE STATEMENT

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
08/29/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	DISCUSSIONS WITH A. BORGGAARD AND T. BRENTS REGARDING THE RECOVERY ANALYSIS SUMMARY INCLUDED IN THE DISCLOSURE STATEMENT, AND THE RESULTS OF THE RECONCILIATION TO DELOITTE'S PRIOR ANALYSES.	0.8	\$ 320
09/01/03	SMITH, SHEILA T	PLAN & DISCLOSURE STATEMENT	REVIEW OF EMAILS AND REVISIONS OF DISCLOSURE STATEMENT FROM NUMEROUS PARTIES	0.3	\$ 144
09/15/03	SMITH, SHEILA T	PLAN & DISCLOSURE STATEMENT	REVIEW OF NUMEROUS EMAILS FROM KRAMER LEVIN AND CREDITOR COMMITTEE MEMBERS ON PLAN OF REORGANIZATION	0.5	\$ 240
09/18/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	BEGAN UPDATE OF RECOVERY ANALYSIS INFORMATION, IN ORDER TO RECONCILE PRIOR D&T ESTIMATES TO MORE UP TO DATE ANALYSES PREPARED BY THE DEBTORS FOR INCLUSION IN THE DISCLOSURE STATEMENTS, INCLUDING VARIOUS CONVERSATIONS AND EMAILS WITH THE DEBTOR (A. BORGGAARD & T. BRENTS) AS WELL AS COMMITTEE COUNSEL (D. FELDMAN).	3.1	\$ 1,240
09/19/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	BEGAN UPDATE OF VARIOUS SCENARIOS COMPLETED IN PRIOR MONTHS TO FACILITATE THE INTER-CREDITOR SETTLEMENT DISCUSSIONS, INCLUDING VARIOUS CONVERSATIONS WITH T. BRENTS, A. BORGGAARD, DEBTORS COUNSEL AND D FELDMAN	4.9	\$ 1,960
09/19/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	COMPLETED UPDATE OF RECOVERY ANALYSIS INFORMATION, IN ORDER TO RECONCILE PRIOR D&T ESTIMATES TO MORE UP TO DATE ANALYSES PREPARED BY THE DEBTORS FOR INCLUSION IN THE DISCLOSURE STATEMENTS, INCLUDING VARIOUS CONVERSATIONS AND EMAILS WITH THE DEBTOR (A. BORGGAARD & T. BRENTS) AS WELL AS COMMITTEE COUNSEL (D. FELDMAN).	2.5	\$ 1,000
09/22/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	COMPLETED AND DISTRIBUTED UPDATE OF VARIOUS SCENARIOS COMPLETED IN PRIOR MONTHS TO FACILITATE THE INTER-CREDITOR SETTLEMENT DISCUSSIONS, INCLUDING VARIOUS CONVERSATIONS WITH T. BRENTS, A. BORGGAARD, DEBTORS COUNSEL AND D FELDMAN	3.2	\$ 1,280
09/29/03	SMITH, SHEILA T	PLAN & DISCLOSURE STATEMENT	REVIEW OF AND COMMENTS RELATED TO PLAN OF REORGANIZATION, DISCLOSURE STATEMENT AND RELATED OBJECTIONS FILED	1.5	\$ 720
09/29/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	REVISITED AND DISCUSSED SENSITIVITY ANALYSIS FACTORS RELATED TO THE RECOVERY ANALYSIS AND PRIOR WATERFALL SCENARIOS, INCLUDING FOLLOW UP DISCUSSIONS WITH M. TAYLOR, T. BRENTS, A. BORGGAARD, DEBTORS COUNSEL AND D FELDMAN	4.1	\$ 1,640
09/29/03	TAYLOR, MICHAEL G	PLAN & DISCLOSURE STATEMENT	READ EMAILS FROM KRAMER LEVIN	0.3	\$ 108
09/29/03	TAYLOR, MICHAEL G	PLAN & DISCLOSURE STATEMENT	UPDATED LIQUIDATION SCENARIOS PER KRAMER LEVIN	0.6	\$ 216

EXHIBIT D6 - PLAN & DISCLOSURE STATEMENT

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
09/29/03	TAYLOR, MICHAEL G	PLAN & DISCLOSURE STATEMENT	ATTENDED MEETING WITH J. POLLOCK AND T. BRENTS RE: WATERFALL ANALYSIS RECOVERY SCENARIOS	0.7	\$ 252
09/29/03	TAYLOR, MICHAEL G	PLAN & DISCLOSURE STATEMENT	ATTENDED MEETING WITH J. POLLOCK, T. BRENTS, KRAMER LEVIN AND ROPES AND GRAY RE: RECOVERY SCENARIOS FOR DISCLOSURE STATEMENT	0.6	\$ 216
10/01/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	REVIEWED PLAN OF LIQUIDATION	2.7	\$ 1,080
10/02/03	POLLOCK, JAMES P	PLAN & DISCLOSURE STATEMENT	ADDITIONAL REVIEW OF AND COMMENT ON PLAN OF LIQUIDATION	2.1	\$ 840
				<u>44.3</u>	<u>\$ 17,844</u>

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EXHIBIT D7 SUMMARY - PLAN CONFIRMATION - OBJECTIONS

	<u>Hours</u>	<u>Fees at 80% of Std</u>
JACK, JUDITH EBONY	15.2	1,824.0
JOHNSTON, MELESA A	8.6	1,169.6
LISCIANDRO, JOHN F	5.5	2,332.0
MASON, KAZUMI	6.6	1,848.0
PETERSON, JOHN D G	20.9	7,524.0
POLLOCK, JAMES P	42.2	16,880.0
SMITH, SHEILA T	7.1	3,408.0
TAYLOR, MICHAEL G	10.3	3,708.0
Totals	<u><u>116.4</u></u>	<u><u>\$ 38,694</u></u>

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EXHIBIT D7 - PLAN CONFIRMATION - OBJECTIONS

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
10/24/03	POLLOCK, JAMES P	PLAN CONFIRMATION - OBJECTIONS	PROVIDED FILE REVIEW FOR DEUTSCHE BANK DISCOVERY REQUEST	7.6	\$ 3,040
10/29/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	REVIEWED STATUS AND SENT VOICE MAILS TO D. FELDMAN AND J. POLLOCK RE: DEPOSITION, DOCUMENT REQUEST	0.6	\$ 288
10/30/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	PARTICIPATED IN TELEPHONE CALLS AND EMAILS RELATED TO SUBPOENA, POSSIBLE DEPOSITIONS, DOCUMENT PRODUCTION, ETC.	1.0	\$ 480
10/30/03	POLLOCK, JAMES P	PLAN CONFIRMATION - OBJECTIONS	CONTINUED DATA REVIEW FOR DISCOVERY RESPONSE	8.9	\$ 3,560
10/31/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	DEUTSCHE BANK DOCUMENT REQUEST AND RELATED SUPPORT PREPARATION; PHONE CALLS WITHIN D&T AND WITH KRAMER LEVIN.	0.6	\$ 288
10/31/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	REVIEWED FILES FOR THE DOCUMENT PRODUCTION REQUEST	0.5	\$ 240
10/31/03	LISCIANDRO, JOHN F	PLAN CONFIRMATION - OBJECTIONS	REVIEWED HARD COPY DOCUMENTS AND DETERMINED RELEVANCE TO SUBPOENA	2.4	\$ 1,018
10/31/03	LISCIANDRO, JOHN F	PLAN CONFIRMATION - OBJECTIONS	REVIEWED E-MAILS AND PREPARED CD OF E-MAILS FOR SUBPOENA	3.1	\$ 1,314
10/31/03	POLLOCK, JAMES P	PLAN CONFIRMATION - OBJECTIONS	CONTINUED REVIEW OF FILES FOR DEUTSCHE BANK DISCOVERY RESPONSE	7.5	\$ 3,000
10/31/03	POLLOCK, JAMES P	PLAN CONFIRMATION - OBJECTIONS	MET WITH J.PETERSON, M.TAYLOR RE: NEXT STEPS FOR GENUITY DISCOVERY	0.3	\$ 120
10/31/03	TAYLOR, MICHAEL G	PLAN CONFIRMATION - OBJECTIONS	MET WITH J.PETERSON, J.POLLOCK RE: NEXT STEPS FOR GENUITY DISCOVERY	0.3	\$ 108
10/31/03	TAYLOR, MICHAEL G	PLAN CONFIRMATION - OBJECTIONS	PREPARED DOCUMENTS PER DEUTSCHE BANK SUBPOENA	4.3	\$ 1,548

EXHIBIT D7 - PLAN CONFIRMATION - OBJECTIONS

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
10/31/03	PETERSON, JOHN D G	PLAN CONFIRMATION - OBJECTIONS	MET WITH M.TAYLOR, J.POLLOCK RE: NEXT STEPS FOR GENUITY DISCOVERY	0.3	\$ 108
10/31/03	PETERSON, JOHN D G	PLAN CONFIRMATION - OBJECTIONS	REVIEWED EMAILS FOR RELEVANT MATERIAL PER DEUTSCHE BANK SUBPOENA	2.4	\$ 864
11/03/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	CALLS AND MEETINGS WITH OGC AND J. POLLOCK RE: DOCUMENT PRODUCTION AND REVIEW OF SAME	0.6	\$ 288
11/03/03	POLLOCK, JAMES P	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY RESPONSE: GATHERED, REVIEWED & ORGANIZED DOCUMENTS & FILES WHICH APPEARED TO BE RESPONSIVE TO DISCOVERY AND DEPOSITION REQUESTS	5.7	\$ 2,280
11/03/03	TAYLOR, MICHAEL G	PLAN CONFIRMATION - OBJECTIONS	GATHERED DOCUMENTS RE: DISCOVERY AND DEPOSITION REQUESTS	5.1	\$ 1,836
11/03/03	MASON, KAZUMI	PLAN CONFIRMATION - OBJECTIONS	GATHERED, ORGANIZED AND PRODUCED DOCUMENTS FOR DISCOVERY AND DEPOSITION REQUESTS	6.6	\$ 1,848
11/03/03	PETERSON, JOHN D G	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY - AGGREGATE POTENTIAL DISCOVERY DOCUMENTS	2.2	\$ 792
11/03/03	JACK, JUDITH EBONY	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY - COMPLETED AGGREGATING POTENTIAL DISCOVERY DOCUMENTS (WORK PRODUCT FOLDER)	0.3	\$ 36
11/03/03	JACK, JUDITH EBONY	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY - CONTINUED AGGREGATING POTENTIAL DISCOVERY DOCUMENTS	4.2	\$ 504
11/03/03	JACK, JUDITH EBONY	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY - AGGREGATED POTENTIAL DISCOVERY DOCUMENTS (WORK PRODUCT FOLDER)	4.2	\$ 504
11/03/03	JOHNSTON, MELESA A	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY - AGGREGATED AND SEGREGATED DISCOVERY EMAILS: PRINTED SAME	2.1	\$ 286
11/04/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	TELEPHONE CALLS WITH D. FELDMAN ON DEPOSITION ISSUES AND VOICE MAIL TO M. SCHWARTZ RE: LIMITATION(S) ON DOCUMENT PRODUCTION	0.5	\$ 240
11/04/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	MEETING WITH J. POLLOCK AND SUBSEQUENT EMAILS RELATED TO DOCUMENT PRODUCTION	0.5	\$ 240
11/04/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	COMMENCE REVIEW ON A SAMPLE BASIS DOCUMENTS RESPONSIVE TO DISCOVERY REQUEST AND PRELIMINARY DEPOSITION PREPARATION	0.7	\$ 336

EXHIBIT D7 - PLAN CONFIRMATION - OBJECTIONS

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
11/04/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	CONFERENCE CALL WITH KRAMER LEVIN AND CREDITOR COMMITTEE ON DISCOVERY REQUEST AND DEPOSITION	0.4	\$ 192
11/04/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	CONTINUE REVIEW ON A SAMPLE BASIS DOCUMENTS RESPONSIVE TO DISCOVERY REQUESTS AND PRELIMINARY DEPOSITION PREPARATION	0.2	\$ 96
11/04/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	CONFERENCE CALL WITH OGC RE: DEPOSITION	0.3	\$ 144
11/04/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	CONTINUE REVIEW ON A SAMPLE BASIS DOCUMENTS RESPONSIVE TO DISCOVERY REQUESTS	0.9	\$ 432
11/04/03	POLLOCK, JAMES P	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY RESPONSE: GATHERED, REVIEWED & ORGANIZED DOCUMENTS & FILES WHICH APPEARED TO BE RESPONSIVE TO DISCOVERY AND DEPOSITION REQUESTS	6.5	\$ 2,600
11/04/03	TAYLOR, MICHAEL G	PLAN CONFIRMATION - OBJECTIONS	GATHERED DOCUMENTS WHICH APPEARED TO BE RESPONSIVE TO DISCOVERY AND DEPOSITION REQUESTS	0.2	\$ 72
11/04/03	PETERSON, JOHN D G	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY - CONTINUED AGGREGATING AND SEGREGATING DISCOVERY RELATED EMAILS; PRINTED SAME	4.6	\$ 1,656
11/04/03	JACK, JUDITH EBONY	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY- AGGREGATED AND SEGREGATED POTENTIAL DISCOVERY EMAILS (JIM)	4.2	\$ 504
11/04/03	JACK, JUDITH EBONY	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY- CONTINUED AGGREGATING AND SEGREGATING POTENTIAL DISCOVERY DOCUMENTS (JIM)	2.3	\$ 276
11/04/03	JOHNSTON, MELESA A	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY- CONTINUED AGGREGATING AND SEGREGATING DISCOVERY EMAILS	2.3	\$ 313
11/04/03	JOHNSTON, MELESA A	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY- AGGREGATED AND SEGREGATED POTENTIAL DISCOVERY DOCUMENTS	4.2	\$ 571
11/05/03	SMITH, SHEILA T	PLAN CONFIRMATION - OBJECTIONS	DISCUSSED DOCUMENT REQUEST WITH J. POLLOCK AND NDA	0.3	\$ 144
11/05/03	POLLOCK, JAMES P	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY: REVIEWED RETAINED DOCUMENTS AND FILES & COORDINATED TEAM EFFORTS.	5.7	\$ 2,280

EXHIBIT D7 - PLAN CONFIRMATION - OBJECTIONS

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
11/05/03	TAYLOR, MICHAEL G	PLAN CONFIRMATION - OBJECTIONS	REVIEWED EMAILS RE: DISCOVERY AND DEPOSITION REQUESTS	0.2	\$ 72
11/05/03	PETERSON, JOHN D G	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY- AGGREGATED AND SEGREGATED POTENTIAL DISCOVERY DOCUMENTS	5.7	\$ 2,052
11/06/03	PETERSON, JOHN D G	PLAN CONFIRMATION - OBJECTIONS	DISCOVERY- AGGREGATED AND SEGREGATED POTENTIAL DISCOVERY DOCUMENTS	5.7	\$ 2,052
11/12/03	TAYLOR, MICHAEL G	PLAN CONFIRMATION - OBJECTIONS	PREPARED FOR S. SMITH DEPOSITION	0.2	\$ 72
				<u>116.4</u>	<u>\$ 38,694</u>

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EXHIBIT D8 SUMMARY - RECOVERY ANALYSIS

	<u>Hours</u>	<u>Fees at 80% of Std</u>
POLLOCK, JAMES P	8.5	3,400.0
SMITH, SHEILA T	1.2	576.0
TAYLOR, MICHAEL G	3.5	1,260.0
Totals	<u><u>13.2</u></u>	<u><u>\$ 5,236</u></u>

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EXHIBIT D8 - RECOVERY ANALYSIS

Date	Name	Category	Description	Hours	Fees @ 80%
08/01/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	UPDATED WATERFALL ANALYSIS	0.3	\$ 108
08/06/03	SMITH, SHEILA T	RECOVERY ANALYSIS	WORKED WITH J. POLLOCK REGARDING WEEKLY FLASH REPORTS AND PROSPECTIVE FORECASTS TO DETERMINE IMPACT ON WATERFALL.	1.2	\$ 576
08/06/03	POLLOCK, JAMES P	RECOVERY ANALYSIS	REVIEWED AND ANALYZED AUGUST CASH RECEIPTS & DISBURSEMENTS FORECAST ("AUGUST OUTLOOK"). BEGAN IDENTIFICATION OF RECONCILING ITEMS TO PRIOR RECOVERY ANALYSES INPUTS	2.9	\$ 1,160
08/07/03	POLLOCK, JAMES P	RECOVERY ANALYSIS	CONTINUED RECOVERY ANALYSIS UPDATE BASED UPON REVISED AUGUST OUTLOOK, RECENT WEEKLY FLASH REPORTS AND DETAILED CLAIMS ANALYSIS SCHEDULES (DISCUSSED WITH S. SMITH)	2.7	\$ 1,080
08/08/03	POLLOCK, JAMES P	RECOVERY ANALYSIS	CONTINUED RECOVERY ANALYSIS UPDATE BASED UPON REVISED AUGUST OUTLOOK AND DETAILED CLAIMS ANALYSIS SCHEDULES	2.9	\$ 1,160
08/15/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	REVIEWED SUPPLEMENTAL INTERNATIONAL FUNDING NOTICE FROM GENUITY RE: GENUITY GMBH	0.1	\$ 36
08/18/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	DISCUSSED INTERNATIONAL WIND DOWN WITH S. AVRUCH OF GENUITY	0.1	\$ 36
08/19/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	CORRESPONDED WITH GENUITY AND ALIX PARTNERS RE: MEETING TO DISCUSS INTERNATIONAL WIND DOWN	0.1	\$ 36
08/20/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	MET WITH GENUITY AND ALIX PARTNERS TO DISCUSS INTERNATIONAL WIND DOWN RE: GENUITY GMBH	0.4	\$ 144
08/22/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	REVIEWED INTERNATIONAL WIND DOWN	0.4	\$ 144
08/25/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	REVIEWED PROPOSED ACCOUNTS RECEIVABLE SETTLEMENT FROM GENUITY	0.3	\$ 108

EXHIBIT D8 - RECOVERY ANALYSIS

Date	Name	Category	Description	Hours	Fees @ 80%
08/25/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	REVIEWED SUPPLEMENTAL INTERNATIONAL FUNDING REQUEST RE: GENUITY GMBH (GERMANY)	1.3	\$ 468
08/29/03	TAYLOR, MICHAEL G	RECOVERY ANALYSIS	READ A/R SETTLEMENT PROPOSAL # 21 WRITE-UP & TRANSMITTAL LETTER	0.5	\$ 180
				<u>13.2</u>	<u>\$ 5,236</u>

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EXHIBIT D9 SUMMARY - REQUESTS & APPROVALS

	<u>Hours</u>	<u>Fees at 80% of Std</u>
KONIG, AVIGDOR D	11.5	2,530.0
LISCIANDRO, JOHN F	0.5	212.0
NAGLE, BROOKE	1.1	418.0
POLLOCK, JAMES P	15.8	6,320.0
SMITH, SHEILA T	0.4	192.0
TAYLOR, MICHAEL G	2.3	828.0
Totals	<u><u>31.6</u></u>	<u><u>\$ 10,500</u></u>

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EXHIBIT D9 - REQUESTS & APPROVALS

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
08/01/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	A/R SETTLEMENTS # 19, 20 & 21	1.5	\$ 600
08/01/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	SENT OUT AUTHORIZATION FOR A/R SETTLEMENT #19 AND #20	0.2	\$ 44
08/04/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	FORMULATED PROPOSAL FOR THE CREDITOR COMMITTEE RE: A/R #21.	1.3	\$ 286
08/04/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	RECEIVED AND REVIEWED GENUITY A/R SETTLEMENT #21 (EARTHLINK FOR \$7MM). PERFORMED ANALYSIS AND CORRESPONDED WITH B. WILSON AT GENUITY VARIOUS TIMES TO RETRIEVE INFORMATION/DOCUMENTATION.	2.9	\$ 638
08/05/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	A/R SETTLEMENTS # 19, 20 & 21	0.5	\$ 200
08/05/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	PREPARED AND MET WITH J. POLLOCK TO DISCUSS A/R SETTLEMENT #21, VARIOUS DISCUSSION WITH B. WILSON OF GENUITY TO GET INFORMATION PERTAINING TO THIS SETTLEMENT, REVISED PRESENTATION IN PREPARATION OF PRESENTING TO CREDITOR COMMITTEE.	1.4	\$ 308
08/06/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	PREPARED AND MET WITH J. POLLOCK TO REVIEW (FINAL) A/R #21.	0.6	\$ 132
08/06/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	PREPARED AND MET (VIA PHONE) WITH B. WILSON TO DISCUSS A/R #21.	0.8	\$ 176
08/07/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	A/R SETTLEMENT # 21: DISCUSSED QUESTION REGARDING SET OFF ISSUE AND APPROVAL/NOTIFICATION WITH D. KONIG, W. WILSON AND R. KUEBEL	0.4	\$ 160
08/08/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	A/R SETTLEMENT # 21: SUMMARIZED RESEARCH INFORMATION AND FORWARDED REQUEST FOR ASSISTANCE TO KRAMER LEVIN, REGARDING QUESTIONS RELATED SET OFF ISSUE AND APPROVAL/NOTIFICATION	0.3	\$ 120
08/12/03	LISCIANDRO, JOHN F	REQUESTS & APPROVALS	CALL WITH POLLOCK RE: EARTHLINK AND STRATEGY	0.1	\$ 42

EXHIBIT D9 - REQUESTS & APPROVALS

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
08/12/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	A/R SETTLEMENT # 21: FOLLOWED UP ON REQUEST FOR ASSISTANCE SENT TO KRAMER LEVIN. REGARDING QUESTIONS RELATED SET OFF ISSUE AND APPROVAL/NOTIFICATION	0.3	\$ 120
08/13/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	A/R SETTLEMENT # 21: DISCUSSED QUESTIONS RELATED SET OFF ISSUE AND APPROVAL/NOTIFICATION WITH KRAMER LEVIN AND CONCLUDED THAT ACCOUNTING ENTRIES SHOULD BE RECORDED, BUT THAT COMMITTEE WOULD RESERVE ITS RIGHTS WITH RESPECT TO ANY DETERMINATION REGARDING THE CHARACTERIZATION OF THE SET OFF AS A PREFERENCE TRANSACTION.	0.4	\$ 160
08/13/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	PREPARED FOR AND MET WITH J. POLLOCK TO DISCUSS PREFERENCE PAYMENT RE: EARTHLINK; DISCUSSION WITH B. WILSON RE: SAME; REVIEWED S(553)	1.4	\$ 308
08/14/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	FOLLOWED UP WITH B. WILSON RE: PREFERENCE PAYMENT OF EARTHLINK, DISCUSSED WITH J. POLLOCK INTERIM FEE APPLICATION, CALLED PARALEGAL AT KRAMER TO DISCUSS FEE APPLICATION	0.8	\$ 176
08/18/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	MET WITH M. TAYLOR RE: AUGUST BUDGET & INTERNATIONAL WIND DOWN	0.5	\$ 200
08/18/03	TAYLOR, MICHAEL G	REQUESTS & APPROVALS	MET WITH J. POLLOCK RE: AUGUST BUDGET, INTERNATIONAL WIND DOWN, CLAIMS UPDATE, PURCHASE PRICE ADJUSTMENT	0.5	\$ 180
08/19/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	REVIEWED DE MINIMUMS ASSET SALES NOTICE	0.3	\$ 120
08/19/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	REVIEWED SUPPLEMENTAL INTERNATIONAL OPERATIONS FUNDING REQUEST RELATED TO THE INCREASED COST OF WINDING DOWN THE GERMAN OPERATIONS.	0.8	\$ 320
08/22/03	LISCIANDRO, JOHN F	REQUESTS & APPROVALS	AOL DISCUSSION WITH J. POLLOCK, & REVIEW OF NOTES AND E-MAIL TO R. KUEBEL	0.4	\$ 170
08/22/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	REVIEWED AOL STATUS EMAIL & DISCUSSED WITH J. LISCIANDRO	0.4	\$ 160
08/22/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	READ A/R SETTLEMENT REQUEST # 22	0.5	\$ 200
08/25/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	READ SBC & AMERICA LANDMARK ISSUES EMAIL	0.4	\$ 160

EXHIBIT D9 - REQUESTS & APPROVALS

Date	Name	Category	Description	Hours	Fees @ 80%
08/25/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	REVIEWED AND DISTRIBUTED DELOITTE SUMMARY AND RECOMMENDATION REGARDING REQUEST FOR ADDITIONAL FUNDING TO COMPLETE THE WIND-DOWN OF THE DEBTORS' GERMAN OPERATIONS.	0.5	\$ 200
08/25/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	REVIEWED NORTEL SETTLEMENT MOTION AND STIPULATION AGREEMENT AND RELATED EMAILS.	0.7	\$ 280
08/27/03	NAGLE, BROOKE	REQUESTS & APPROVALS	CALLED B. CRONIN OF GENUITY TO DISCUSS LATEST ABANDONED ASSET REPORT	0.2	\$ 76
08/27/03	NAGLE, BROOKE	REQUESTS & APPROVALS	CREATED AND EDITED MEMO TO KRAMER LEVIN REGARDING ABANDONED ASSET IN CLEVELAND, OHIO SITE	0.9	\$ 342
08/28/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	PREPARED FOR AND MET WITH J. POLLOCK TO DISCUSS A/R #21, COMPLETED PRESENTATION FOR M. TAYLOR TO REVIEW AND SEND OUT ON MONDAY	1.7	\$ 374
09/04/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	REVIEWED ANALYSIS AND WRITE-UP OF REQUESTS & APPROVALS #21, & DISCUSSION WITH KRAMER LEVIN	1.0	\$ 400
09/04/03	KONIG, AVIGDOR D	REQUESTS & APPROVALS	PREPARED AND MET WITH J. POLLOCK AND JAMIE FROM KRAMER TO DISCUSS A/R #21 - ISSUE OF POTENTIAL PREFERENCE PAYMENT	0.4	\$ 88
09/17/03	TAYLOR, MICHAEL G	REQUESTS & APPROVALS	REVIEWED A/R SETTLEMENT FOR INTERNAP AND EARTHLINK	0.8	\$ 288
09/24/03	SMITH, SHEILA T	REQUESTS & APPROVALS	DISCUSSIONS ON ADELPHIA TREATMENT AND RELATED AR ISSUES	0.4	\$ 192
09/24/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	REVIEWED ADELPHIA REQUESTS & APPROVALS REQUEST DOCUMENTS RECEIVED FROM MANAGEMENT.	0.9	\$ 360
09/24/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	BEGAN WRITE-UP OF ADELPHIA REQUESTS & APPROVALS PROPOSAL FINDINGS & RECOMMENDATION	0.5	\$ 200
09/24/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	COMPLETED & DISTRIBUTED WRITE-UP OF ADELPHIA REQUESTS & APPROVALS PROPOSAL FINDINGS & RECOMMENDATION	0.5	\$ 200
09/24/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	CONTINUED ANALYSIS OF ADELPHIA REQUESTS & APPROVALS PROPOSAL	1.6	\$ 640

EXHIBIT D9 - REQUESTS & APPROVALS

<u>Date</u>	<u>Name</u>	<u>Category</u>	<u>Description</u>	<u>Hours</u>	<u>Fees @ 80%</u>
09/24/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	BEGAN ANALYSIS OF ADELPHIA REQUESTS & APPROVALS PROPOSAL	2.1	\$ 840
09/24/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	COMPLETED ANALYSIS OF ADELPHIA REQUESTS & APPROVALS PROPOSAL	1.1	\$ 440
09/29/03	POLLOCK, JAMES P	REQUESTS & APPROVALS	EMAIL AND TELEPHONE CONTACT WITH KEY COMMITTEE MEMBERS TO ENSURE QUICK TURN APPROVAL OF ADELPHIA SETTLEMENT PROPOSAL.	0.6	\$ 240
09/29/03	TAYLOR, MICHAEL G	REQUESTS & APPROVALS	CORRESPONDED WITH KRAMER LEVIN RE: A/R SETTLEMENT FOR INTERNAP	0.1	\$ 36
10/02/03	TAYLOR, MICHAEL G	REQUESTS & APPROVALS	DISCUSSED A/R SETTLEMENTS WITH KRAMER LEVIN	0.1	\$ 36
10/08/03	TAYLOR, MICHAEL G	REQUESTS & APPROVALS	REVIEWED A/R SETTLEMENT	0.8	\$ 288
				<u>31.6</u>	<u>\$ 10,500</u>

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EXHIBIT E - AGGREGATE FEE CAP AMOUNT WORKSHEET

Month	Aggregate Fee Amount		Aggregate Fee Cap Amount				Fee App Values	
	Monthly Fixed Fee	Aggregate Fee Amount	Fees @ Standard	20% Discount	Fees @ 80% of Standard	Aggregate Fee Cap Amount	Fees Requested	Deferred Billing
Dec-02	\$ 88,710	\$ 88,710	\$ 155,338	\$(31,068)	\$ 124,270	\$ 124,270	\$ 88,710	\$ 35,561
Jan-03	125,000	213,710	220,662	(44,132)	176,530	300,800	125,000	87,090
Feb-03	80,000	293,710	176,934	(35,387)	141,547	442,347	80,000	148,637
Mar-03	75,000	368,710	165,058	(33,012)	132,046	574,393	75,000	205,683
Apr-03	75,000	443,710	154,813	(30,963)	123,850	698,243	75,000	254,533
May-03	75,000	518,710	145,320	(29,064)	116,256	814,499	75,000	295,789
Jun-03	75,000	593,710	120,337	(24,067)	96,269	910,768	75,000	317,059
Jul-03	75,000	668,710	62,335	(12,467)	49,868	960,636	75,000	291,927
Aug-03	75,000	743,710	42,400	(8,480)	33,920	994,556	75,000	250,846
Sep-03	75,000	818,710	29,406	(5,881)	23,525	1,018,081	75,000	199,371
Oct-03	75,000	893,710	40,879	(8,176)	32,703	1,050,783	75,000	157,074
Nov-03	75,000	968,710	69,397	(13,879)	55,518	1,106,301	75,000	137,591
Dec-03	\$ 4,839	973,548	8,823	(1,765)	7,058	1,113,359	4,839	139,811
	\$ 973,548					\$ 1,113,359	\$ 973,548	

Nunc Pro Tunc Date	12/10/02
Level 3 TX Closing Date	02/04/03
As Of Date	12/22/2003

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Third Interim Fee Application

EXHIBIT F - EXPENSES INCURRED

SUMMARY:

AIRFARE	\$	769.73
BUSINESS MEALS	\$	206.00
COMMUNICATIONS	\$	873.00
LODGING	\$	1,085.79
TRANSPORTATION	\$	477.50
Total Expenses	\$	<u>3,412.02</u>

EXHIBIT F - EXPENSES INCURRED - DETAILED LISTING

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Category</u>	<u>Amount</u>
09/17/03	POLLOCK, JAMES P	Delta Air Lines Boston To New York Ticket #0062126953101	AIRFARE	\$ 73.73
11/16/03	TAYLOR, MICHAEL G	Airfare from Boston to New York	AIRFARE	\$ 76.00
11/16/03	SMITH, SHEILA T	BOS to LGA Delta Tkt# 006 2101700074	AIRFARE	\$ 76.00
11/17/03	TAYLOR, MICHAEL G	Airfare from New York to Boston	AIRFARE	\$ 76.00
11/17/03	SMITH, SHEILA T	LGA to BOS Delta Tkt# 006 2101843606	AIRFARE	\$ 76.00
06/12/03	POLLOCK, JAMES P	Air Fare - Boston/NYC Round Trip	AIRFARE	189.00
06/24/03	POLLOCK, JAMES P	Airfare - Round Trip - Boston/NYC	AIRFARE	203.00
09/17/03	POLLOCK, JAMES P	Lunch - Terrance Brennans New York, NY	BUSINESS MEALS	\$ 15.00
11/16/03	TAYLOR, MICHAEL G	Out of town lunch - Burger King	BUSINESS MEALS	\$ 6.00
11/17/03	TAYLOR, MICHAEL G	Out of town lunch - NY Deli	BUSINESS MEALS	\$ 8.00
11/17/03	SMITH, SHEILA T	Meal while traveling.	BUSINESS MEALS	\$ 8.00
11/17/03	SMITH, SHEILA T	Oasis Lounge, W Hotel NYC	BUSINESS MEALS	\$ 122.00
06/10/03	POLLOCK, JAMES P	Out of town business meal. Pasta Lovers, NYC. Attendees, J. Pollock & S. Corkery (Cost w/ gratuity = 94.00, bill \$47.00 to Estate)	BUSINESS MEALS	47.00
09/08/03	POLLOCK, JAMES P	Cell Phone - Aug	COMMUNICATIONS	\$ 67.00
10/01/03	SMITH, SHEILA T	Cellular - calls related to Genuity	COMMUNICATIONS	\$ 13.00
10/08/03	POLLOCK, JAMES P	Cell Phone - Sep	COMMUNICATIONS	\$ 67.00
10/27/03	SMITH, SHEILA T	Cellular - calls related to Genuity	COMMUNICATIONS	\$ 25.00
11/08/03	POLLOCK, JAMES P	Cell Phone - Oct	COMMUNICATIONS	\$ 67.00
11/16/03	TAYLOR, MICHAEL G	Telephone	COMMUNICATIONS	\$ 2.00
11/16/03	TAYLOR, MICHAEL G	Internet access from hotel for business purposes	COMMUNICATIONS	\$ 15.00
11/17/03	SMITH, SHEILA T	Phone calls from Hotel in NYC	COMMUNICATIONS	\$ 4.00
12/08/03	POLLOCK, JAMES P	Cell Phone - Nov	COMMUNICATIONS	\$ 67.00
05/08/03	POLLOCK, JAMES P	Cell phone bill charges	COMMUNICATIONS	67.00
06/08/03	POLLOCK, JAMES P	Cell phone bill charges	COMMUNICATIONS	63.00

EXHIBIT F - EXPENSES INCURRED - DETAILED LISTING

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Category</u>	<u>Amount</u>
07/08/03	POLLOCK, JAMES P	Cell phone bill charges	COMMUNICATIONS	65.00
07/14/03	TAYLOR, MICHAEL G	Conference call charges	COMMUNICATIONS	5.00
07/14/03	TAYLOR, MICHAEL G	Conference call charges	COMMUNICATIONS	7.00
07/14/03	TAYLOR, MICHAEL G	Conference call charges	COMMUNICATIONS	36.00
08/08/03	POLLOCK, JAMES P	Cell phone bill charges	COMMUNICATIONS	66.00
08/15/03	GEDDES, DIANE	Burned copies of Claims Register onto CD for TMT	COMMUNICATIONS	\$ 150.00
08/21/03	SMITH, SHEILA T	Conference call charges	COMMUNICATIONS	33.00
08/22/03	POLLOCK, JAMES P	Conference call charges	COMMUNICATIONS	36.00
08/22/03	SMITH, SHEILA T	Conference call charges	COMMUNICATIONS	12.00
09/09/03	SMITH, SHEILA T	Conference call charges	COMMUNICATIONS	6.00
06/11/03	POLLOCK, JAMES P	Hotel room charges - Best Western E 47th NYC	LODGING	180.00
11/17/03	SMITH, SHEILA T	W Hotel in NYC	LODGING	\$ 259.00
11/17/03	SMITH, SHEILA T	Hotel taxes	LODGING	\$ 37.00
09/18/03	POLLOCK, JAMES P	Hotel - The Fitzpatrick Manhattan New York, NY	LODGING	\$ 311.79
11/16/03	TAYLOR, MICHAEL G	Hotel Tax	LODGING	\$ 2.00
11/16/03	TAYLOR, MICHAEL G	Hotel Tax	LODGING	\$ 13.00
11/16/03	TAYLOR, MICHAEL G	Hotel Tax	LODGING	\$ 22.00
11/16/03	TAYLOR, MICHAEL G	Hotel	LODGING	\$ 259.00
11/17/03	TAYLOR, MICHAEL G	Maid tip for one night	LODGING	\$ 2.00
09/18/03	POLLOCK, JAMES P	Logan Airport Parking Boston, MA <i>(Creditors' Committee Meeting)</i>	TRANSPORTATION	\$ 44.00
09/18/03	POLLOCK, JAMES P	Avis Rent A Car-New York, NY Rental #76192712 09/18/03 Thru 09/18/03 <i>(Drove Back To Boston Rather Than Flying)</i>	TRANSPORTATION	\$ 124.50
11/16/03	TAYLOR, MICHAEL G	Weekend taxi from home to Boston office	TRANSPORTATION	\$ 8.00
11/16/03	TAYLOR, MICHAEL G	Taxi from Deloitte Boston office to Logan Airport	TRANSPORTATION	\$ 25.00
11/17/03	TAYLOR, MICHAEL G	Taxi from Logan Airport to Boston	TRANSPORTATION	\$ 24.00
11/17/03	TAYLOR, MICHAEL G	Taxi from Manhattan to LaGuardia Airport	TRANSPORTATION	\$ 27.00
11/17/03	SMITH, SHEILA T	Tolls to/from Logan	TRANSPORTATION	\$ 3.00
11/17/03	SMITH, SHEILA T	Mileage to/from Logan	TRANSPORTATION	\$ 4.00
11/17/03	SMITH, SHEILA T	Taxi from Hotel to Kramer Levin office	TRANSPORTATION	\$ 5.00
11/17/03	SMITH, SHEILA T	Taxi from Bankruptcy Court to Kramer Levin	TRANSPORTATION	\$ 16.00
11/17/03	SMITH, SHEILA T	Parking at Logan	TRANSPORTATION	\$ 36.00
06/10/03	POLLOCK, JAMES P	Airfare - NYC	TRANSPORTATION	95.00
06/11/03	POLLOCK, JAMES P	Parking at Logan	TRANSPORTATION	22.00
06/12/03	POLLOCK, JAMES P	Parking at Logan	TRANSPORTATION	44.00
Total Expenses				<u><u>\$ 3,412.02</u></u>

Remittance Address
Deloitte & Touche LLP
4163 Collection Center Drive
Chicago, Illinois 60693

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Taxpayer I.D. No. 13-3891517

**Deloitte
& Touche**

Invoice Number: 08756417

Date: December 23, 2003

GEN-4258
Genuity

Third Interim

Fees:

\$64,838.71

Total:

\$64,838.71