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Attorneys for GLT Liquidating Trust

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: :
GENUITY INC., et al., : Case No. 02-43558 (PCB)
: :
Debtors. : (Jointly Administered)
: :
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ORDER AWARDING FINAL COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND FOR ACTUAL AND NECESSARY EXPENSES

Upon the final applications for compensation for professional services rendered and for reimbursement of actual and necessary expenses (collectively, the “Final Fee Applications”) filed by (i) Ropes & Gray, LLP as Attorneys for the Debtors (“R&G”), (ii) Morrison & Foerster, LLP, as Special Counsel for the Debtors (“MoFo”), (iii) Skadden, Arps, Slate, Meagher & Flom LLP, as Special Counsel for the Debtors (“Skadden”), (iv) Baker & McKenzie, as Special Counsel for the Debtors (“B&M”), (v) LeBoeuf, Lamb, Greene & MacRae, L.L.P., as Special Counsel for the Debtors (“LeBoeuf”), (vi) Kirkland & Ellis LLP, as Special Counsel for the Debtors (“K&E”), (vii) Alvarez & Marsal, Restructuring Consultants for the Debtors (“A&M”), (viii) Ernst & Young LLP, Auditors for the Debtors (“E&Y”), (ix) Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”), as Counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”), and (x) Deloitte & Touche LLP, as Financial Advisors for the Creditors’ Committee (“Deloitte,” and collectively with R&G, MoFo, Skadden, B&M, LeBoeuf, K&E,

A&M, E&Y and Kramer Levin, the “Professionals”), all as more fully set forth in the Final Fee Applications; and the matter having come to be heard before the Honorable Prudence Carter Beatty, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on the eleventh (11th) day of February, 2004; and the Court having jurisdiction to consider the Final Fee Applications and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Final Fee Applications and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Final Fee Applications having been provided, and it appearing that no other or further notice need be provided; and after due deliberation and consideration of all of the facts and circumstances in these cases; and upon the record set forth in open court; and it being determined to be in the best interests of the estate, and sufficient cause appearing therefore, it is

ORDERED, ADJUDGED AND DECREED that:

1. The Final Fee Applications for compensation for services rendered and reimbursement of expenses are hereby ALLOWED, in the amounts set forth on the attached Exhibit A, as reasonable compensation for actual, necessary services and reimbursement for actual, necessary expenses in accordance with 11 U.S.C. §§ 330 and 331, and GLT Liquidating Trust (the “Trust”) is hereby authorized and directed to pay any amounts allowed hereunder that have not yet been paid to the Professionals.

2. Each Professional that has not been retained by the Trust to perform legal services on behalf of the Trust subsequent to the effective date of the Debtors’ Joint Consolidated Plan of Liquidation, As Modified is hereby authorized and directed to apply any retainer balance

against unpaid fees and expenses approved by this Order and to return to the Trust any unused portion of the retainer.

3. Subject to the execution of a retention agreement between the Trust and B&M for work to be performed on behalf of the Trust subsequent to the effective date of the Debtors' Joint Consolidated Plan of Liquidation, As Modified, B&M is authorized to retain any unused portion of its retainer to apply against fees and expenses incurred by B&M for work performed on behalf of the Trust.

4. The requirement under Local Bankr. R. 9013-1(b) for the service and filing of a separate memorandum of law is satisfied by the Final Fee Applications.

Dated: New York, New York
February 11, 2004

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