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*Special Counsel for Genuity Inc., et al.,
Debtors and Debtors-in-Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**SUMMARY SHEET FOR FINAL
FEE APPLICATION OF MORRISON & FOERSTER LLP AS SPECIAL
COUNSEL FOR DEBTORS-IN-POSSESSION, FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED**

Applicant: Morrison & Foerster LLP.

Role: Special Labor, Creditor-Side Bankruptcy, Cure Dispute, Communications Regulatory
And Business Counsel for The Debtors.

Application Period: August 1, 2003 through December 2, 2003.

Fees/Expenses previously requested and awarded: Fees of \$348,674.90 and expenses of
\$12,212.31 awarded by Order signed on June 11, 2003; fees of \$519,854.75 and expenses of
\$16,418.30 awarded by Order signed on October 22, 2003. Total fees and expenses awarded of
\$897,160.26

Fee/Expenses previously paid under Administrative Order during Application Period:
August 2003: \$37,178.00 for fees and \$916.47 for costs; September 2003: \$27,358.00 for fees and \$514.03 for expenses.

Unpaid monthly balances of fees under Administrative Order for Application Period:
September 2003: \$6,839.50; October 2003: \$46,869.00; November 2003: \$40,865.75;
December 2003: \$4,570.50.

Total unpaid fees for Application Period: \$99,144.75.

Retainers held: \$150,000 general retainer received prepetition and partly applied to unpaid prepetition fees and expenses under the Court's retention order, with the remaining balance of \$64,545.18 to be held as a post-petition retainer applicable towards fees and expenses approved by this final fee application. Received an additional retainer of \$200,000 in connection with defending Genuity and several co-defendants in a since dismissed action brought by a former employee alleging claims for unpaid commissions and wrongful discharge; \$193,268.08 remains in such additional retainer.

Fees requested: Final allowance of \$163,680.75 for the Application Period, of which \$64,536.00 has been paid, and payment of the balance of \$99,144.75; final allowance of all fees previously awarded for services rendered prior to the Application Period.

Expenses requested: Final allowance of \$5,540.70, of which \$4,110.20 remains unpaid; final allowance of all expenses previously awarded in connection with services rendered prior to the Application Period.

Blended Hourly Rate: \$360.89.

Professionals: See Exhibit C entitled "Summary of Professional Services."

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**FINAL FEE APPLICATION OF
MORRISON & FOERSTER LLP AS SPECIAL COUNSEL
FOR DEBTORS IN-POSSESSION FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES**

TO THE HONORABLE PRUDENCE CARTER BEATTY,
UNITED STATES BANKRUPTCY JUDGE:

Morrison & Foerster LLP, as special labor, creditor-side bankruptcy, cure dispute,¹ communications regulatory and business counsel (“Morrison,” “Applicant” or “Special Counsel”) for the above-captioned debtors (“Genuity” or the “Debtors”), hereby submits, pursuant to 11 U.S.C. §§ 330 and 331 and Fed. R. Bankr. P. 2016, its final application for entry of an order providing for final allowance of compensation for services rendered and

¹ See discussion *infra* ¶¶ 7, 8.

reimbursement of expenses incurred (the “Application”) for the period from August 1, 2003 through December 2, 2003 (the “Application Period”) as well as for final allowance of all fees and expenses previously awarded to Morrison, respectfully representing in support thereof as follows:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

BACKGROUND

2. On November 27, 2002 (the “Petition Date”), each Debtor filed a voluntary petition in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”), thereby commencing cases which are jointly administered under Case No. 02-43558 (PCB).

3. On January 24, 2003, this Court entered an order authorizing certain of the Debtors to sell substantially all of their assets (the “Sale”) to Level 3 Communications, LLC and its assignee, Greenland Managed Services, LLC (collectively, “Level 3”). The Sale under the parties’ asset purchase agreement was consummated and closed on February 4, 2003.

4. Through the Sale and otherwise, the Debtors engaged in the orderly liquidation of their remaining assets and the wind-down of their businesses, as well as the businesses of their subsidiaries.

5. The Debtors' Joint Consolidated Plan of Liquidation, as Modified, was confirmed by order of the Court on November 21, 2003 and became effective on December 2, 2003 (the "Plan"). Pursuant to the Plan and Fed. R. Bankr. P. 9006(a), all final fee applications are required to be filed no later than January 2, 2004.

6. On January 8, 2003, this Court entered its Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Administrative Order"). The Administrative Order established procedures whereby a professional, upon serving designated persons with copies of each monthly billing statement and absent any timely objection thereto, would be entitled to receive payment from the Debtors of 80% of the fees and 100% of the expenses stated therein.

7. By application dated November 27, 2002, the Debtors applied to this Court for authorization to retain Morrison as its Special Counsel. By order dated January 2, 2002, this Court approved Morrison's retention *nunc pro tunc* to November 27, 2002 (the "Original Retention Order").

8. By Order dated August 1, 2003, this Court authorized the Debtors to expand the scope of Morrison's employment, effective as of May 15, 2003, "to encompass representing the Debtors with respect to the Cure Objections interposed by MCI and other telecommunications service providers, as well as any other Cure Objections for which the Debtors may request Morrison & Foerster's assistance" (collectively with the Original Retention Order, the "Retention Orders"). A copy of each of the Retention Orders is annexed hereto collectively as Exhibit A.

9. On June 11, 2003, this Court granted Morrison's first interim fee application, allowing Morrison's requested compensation of \$348,674.90 in fees and reimbursement of \$12,212.31 in expenses for the period of November 27, 2002 to February 28, 2003 (the "First Award").

10. On November 22, 2003, this Court granted Morrison's second interim fee application, allowing Morrison's requested compensation of \$519,854.75 in fees and reimbursement of \$16,418.30 in expenses for the period of March 1, 2003 to July 31, 2003 (the "Second Award" and collectively with the First Award, the "Previously Awarded Fees and Expenses"). Copies of orders granting each of the foregoing interim fee applications are attached hereto as Exhibit B.

11. Pursuant to the Administrative Order, Morrison has received payment from the Debtors of fees of \$64,536.00 for services rendered during the Application Period and expenses of \$1,430.50 incurred in connection with such services (the "Paid Application Period Fees and Expenses").

12. Morrison submits this Final Application pursuant to Bankruptcy Code sections 330 and 331 for: (i) final allowance of the Paid Application Period Fees and Expenses; (ii) final allowance and payment of the balances of unpaid compensation for professional services rendered and expenses incurred on the Debtors' behalf during the Application Period respectively equaling \$99,144.75 and \$4,110.20 for a total of \$103,254.95 (the "Unpaid Balance"); and (iii) final allowance of the Previously Awarded Fees and Expenses which total \$897,160.26.

13. During the Application Period, Morrison spent a total of 453.25 hours on its representation of the Debtors. Attached hereto as Exhibit C is a schedule that sets forth the number of hours expended by Morrison's attorneys and legal assistants who rendered services to the Debtors, their hourly rates and the year in which each attorney was admitted to practice. The rates for Morrison's professionals involved in this representation as set forth in the attached Summary of Professional Services are the same hourly rates that Morrison charged other clients for comparable services during the Application Period. Hourly billing rates are periodically reviewed and revised. Attached hereto as Exhibit D are Morrison's time records (the "Time Summary") that detail the services performed and the time expended by each attorney and legal assistant during the Application Period. The name of each Morrison professional who rendered services for the Debtors and a statement of the hours worked and tasks performed by each individual broken out by specific matter, project or category are set forth in the Time Summary. The Time Summary consists of the contemporaneous time records of Morrison and provides details of the services performed, the dates on which such work was performed, the identity of the professionals and paraprofessionals performing the work and the time spent by each reflected in tenth of an hour increments.

14. Morrison has not filed any other applications for compensation and reimbursement of expenses for the Application Period.

15. Morrison has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with these cases. In addition, there is no agreement or understanding between Morrison and any other person other than members of the firm for the sharing of compensation to be received for services rendered in these cases.

**DESCRIPTION OF SERVICES RENDERED BY
MORRISON DURING THE APPLICATION PERIOD**

16. The attached Time Summary sets forth in detail the services rendered as to certain specific tasks and categories. The following narrative represents an overview of the projects and matters undertaken by Morrison as special labor, creditor-side bankruptcy, cure dispute, communications regulatory and business counsel to the Debtors, the importance of those projects to the Debtors and their estates and the benefits and results achieved.

Creditor-Side Bankruptcy Matters

17. During the Application Period, Morrison has represented one or more of the Debtors in connection with numerous bankruptcies in which a Debtor(s): (i) was a provider of services to the other debtor; (b) was a party to an executory contract or unexpired lease with the other debtor; and/or (c) is a creditor of the other debtor (collectively, the “Creditor-Side Matters”).

18. Prior to the Application Period, Morrison filed a motion against debtor Adelphia Business Solutions (“ABIZ”) asserting Genuity Solutions Inc.’s (“GSI”) claim under Bankruptcy Code section 503 of \$120,537 for post-petition services rendered (the “503 Claim”). Adelphia vigorously disputed the 503 Claim on multiple grounds alleging, *inter alia*, that ABIZ never entered into any services contract with GSI and that its former parent, Adelphia Communications Corporation (“ACOM”), rather than it, benefited from the post-petition services provided by GSI. Subject to court approvals, Morrison during the Application Period negotiated and prepared a settlement agreement under which ABIZ and ACOM will each contribute \$30,000 for a total payment of \$60,000 to the GLT Liquidating Trust (“Trust”), in addition to the Trust enjoying an allowed general unsecured claim of \$60,537 against ABIZ.

19. Prior to the Application Period, Morrison timely filed a proof of claim on GSI’s

behalf against StarNet, Inc. (“StarNet”) asserting a general unsecured claim of \$109,373.43. Additionally, Morrison during the Application Period asserted an administrative expense claim of \$73,965.00 against StarNet pursuant to Bankruptcy Code sections 503(b)(1)(A) and 507(a)(1) (collectively, the “GSI Claims”). The GSI Claims were for sums owed for prepetition and post-petition internet access services which GSI provided to StarNet. In turn, StarNet timely filed a proof of claim against GSI totaling \$595,275.56 [Claim No. 04025], of which total StarNet alleged \$127,850.25 was entitled to administrative treatment under Bankruptcy Code sections 503(b)(1)(A) and 507(a)(1) (collectively, the “StarNet Claims”). Each of the parties disputed the other’s claims on multiple grounds, and on July 25, 2003, the Debtors filed a pending objection to the StarNet Claims (the “Contested Matter”). *See* Third Omnibus Objection of the Debtors and Debtors-in-Possession to Proofs of Claim [Docket No. 1460]. During the Application Period, Morrison negotiated a settlement agreement approved by all courts under which the parties released all claims held against each other and thereby also resolved the Contested Matter.

20. Following Morrison’s assistance prior to the Application Period in identifying, preparing and timely filing twenty-two proofs of claim on behalf of various Debtors in the WorldCom bankruptcy, Morrison continued to monitor those bankruptcy proceedings through the recent confirmation and effective date of the WorldCom debtors’ reorganization plan.

21. Finally, in numerous other Creditor-Side Matters, Morrison has advised Genuity, filed claims and/or monitored such matters.

Labor Matters

22. A variety of employment law actions in which Morrison is counsel to Genuity remained suspended by Genuity’s automatic stay during the Application Period.

Business, Cure Dispute and Other Dispute Resolution Matters

23. During the Application Period, Morrison has continued to assist Genuity with its analysis of numerous services agreements, telecommunications circuits and services, and in particular, the analysis of several thousand circuits and approximately twenty services agreements between Genuity, MCI WorldCom Communications (“MCI”), and various affiliates of MCI. Such services were necessary in order to respond to both the cure objection filed by MCI and the administrative claim filed by MCI, and to enable Genuity: (i) to determine its liability to MCI to cure any defaults existing under certain services agreements assumed by Genuity and assigned to Level 3, including underlying circuits or services; (ii) to respond to claims by MCI for amounts allegedly owed under services agreements which have been rejected by Genuity; (iii) to respond to claims by MCI for post-petition administrative claims amounts associated with services agreements which have been rejected by Genuity and services agreements assumed by Genuity and assigned to Level 3; (iv) to respond to claims by MCI for amounts associated with circuits which have been disconnected; (v) to respond to claims by MCI associated with the application of a substantial security deposit to amounts allegedly owed by Genuity; and (vi) to address any further claims raised by MCI.

24. Morrison reviewed and analyzed the rejection damages claim filed by Amtrak and participated in fact-finding efforts needed to prepare a comprehensive reply to such claim. Morrison and Ropes & Gray diligently worked together on this matter to ensure that their respective efforts did not overlap.

25. Morrison advised Genuity concerning various other communications services agreements, settlement agreements and license agreements, as needed, when such matters arose in connection with third-party communications vendors.

Regulatory Matters

26. Morrison continued working with Genuity to relinquish the remaining Federal Communications Commission (“FCC”) licenses that were not transferred to Level 3. In particular, Morrison worked closely with Ropes & Gray to provide background information and assist in drafting and reviewing a motion seeking permission to relinquish these assets.

27. Morrison continued to work with Genuity and the Universal Service Administrative Company (“USAC”) to resolve various billing issues relating to Genuity’s contributions to the universal service fund (“USF”). In particular, Morrison worked with USAC to provide additional documentation of Genuity’s cessation of service in order to stop ongoing invoicing. In addition, Morrison worked with Genuity to identify the cause of sharply escalating USF invoices. After it was discovered that early in 2003, Genuity had inadvertently submitted incorrect revenue estimates to USAC, Morrison worked with Genuity to prepare corrected revenue information. In order to file this corrected revenue information, Morrison prepared and filed a petition for waiver with the FCC to allow such a correction to be made out of time. Finally, Morrison coordinated initial discussions between Genuity and USAC personnel to attempt to reach agreement on the correct amounts that should have been invoiced and the amendment of USAC’s asserted administrative claim.

28. Morrison also assisted Genuity with several miscellaneous regulatory issues, including issues arising from back-billing of a customer, tariff and termination issues involving an agreement executed between Verizon and Genuity, and preparation of the regulatory section of a presentation by Genuity to the creditors’ committee.

DISBURSEMENTS

29. In connection with the provision of legal services detailed in the Exhibits hereto and summarized above, Morrison has incurred out-of-pocket disbursements for the Application Period in the amount of \$5,540.70.

30. In accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines"), Morrison charged the Debtors for photocopying expenses at the rate of 20 cents per page, outgoing domestic faxes at the rate of \$1.25 per page and outgoing international long distance faxes at the rate of \$2.50 per page. Morrison did not charge for any faxes received. Outside copy service charges, delivery expenses and computer research time were billed at actual rates charged to Morrison. A summary and a breakdown of the disbursements charged to the Debtors are set forth in the Disbursement Summary and the Disbursement Detail respectively attached hereto as Exhibit E and Exhibit F.

31. Consistent with Morrison's policy with respect to its other clients, Morrison has charged the Debtors for all disbursements and expenses incurred in addition to its prevailing hourly rates for services rendered. These disbursements and expenses set forth in Exhibits E and F are for costs such as telephone charges, photocopying, travel, business meals, computerized research, messengers, couriers and postage. Charges and disbursements have been invoiced monthly pursuant to Morrison's Billing Policies and Procedures Statement, which explains the basis of its bills, and in accordance with the Court's Administrative Order.

ALLOWANCE OF COMPENSATION

32. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code

to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rate charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

33. In the instant case, Morrison respectfully submits that the services for which it seeks compensation in this Application were necessary for and beneficial to the Debtors' estates. Moreover, the compensation and reimbursement requested herein are fair and reasonable with respect to: (a) the time spent on the services; (b) the rates charged for the services; (c) the benefits of the services realized by the Debtors; and (d) the amount of work done and the skill required.

Time Spent. As more specifically described above, Morrison professionals and paraprofessionals worked 453.25 hours on behalf of the Debtors during the Application Period. The hours spent by Morrison reflect its diligent and effective efforts in advising and otherwise assisting Genuity on a broad variety of matters, thereby benefiting the Genuity estates and creditors.

Rates Charged. The hourly rates charged by Morrison for the services performed in these proceedings are reasonable and customary for the degree of skill and expertise required in this case. The fees requested herein have been computed in accordance with Morrison's standard hourly rates for services rendered to non-bankruptcy clients.

Benefit of the Services Rendered. Morrison respectfully submits that its services were highly beneficial to the Debtors in preserving the value to be realized by the Genuity estates.

Services Performed in Reasonable Time. Morrison represents that the services were performed in a reasonable amount of time, given the complexity of the issues involved.

Reasonable Compensation. The compensation sought in connection with the services rendered and expenses incurred in connection with these cases are reasonable and are commensurate with those rates charged by comparable, skilled practitioners.

CONCLUSION

34. Morrison respectfully requests that this Court enter an order (i) allowing final compensation of \$64,536.00 paid to Morrison for professional services rendered as Special Counsel for the Debtors and expenses reimbursed in the amount of \$1,430.50 for the Application Period; (ii) allowing and directing the Debtors to pay to Morrison the Unpaid Balance for the Application Period of \$103,254.95, composed of unpaid final compensation of \$99,144.75 and unreimbursed final expenses of \$4,110.20; (iii) allowing as final compensation and reimbursement all Previously Awarded Fees and Expenses totaling \$897,160.26 and directing

payment of any unpaid portions thereof; and (iv) granting Morrison such other and further relief as is just and proper.

Dated: December 22, 2003
New York, New York

Respectfully submitted,

/s/ Darren M. Nashelsky
Larren M. Nashelsky (LN-3675)
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-and-

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*Special Counsel for Genuity Inc., et al.,
Debtors and Debtors-in-Possession*

INDEX OF EXHIBITS

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EXHIBIT A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

_____)	
In re)	Chapter 11
GENUITY INC., et al.,)	
)	Case No. 02-43558 (PCB)
)	
Debtors.)	Jointly Administered
_____)	

ORDER UNDER 11 U.S.C. §§ 327(e) AND 329 AUTHORIZING
EMPLOYMENT AND RETENTION OF MORRISON AND FOERSTER LLP
AS SPECIAL COUNSEL FOR DEBTORS-IN-POSSESSION

Upon the application, dated November 27, 2002 (the "Application"),¹ of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), for entry of an order under 11 U.S.C. §§ 327(e) and 329 authorizing employment and retention of Morrison & Foerster LLP ("Morrison & Foerster") as their Special Counsel; and the Court having reviewed the affidavit of Cheryl A. Tritt, sworn to on November 26, 2002 ("Tritt Affidavit"); and the Court being satisfied with the representations made in the Application and Tritt Affidavit that Morrison & Foerster represents no interest adverse to the estates, that its employment is necessary to and in the best interests of the Debtors' estates, creditors and other parties-in-interest; and it appearing that notice of the Application was good and sufficient under the particular circumstances and that no other or further notice need be given; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

¹ Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Application.

1. The Application is GRANTED.
2. Pursuant to Bankruptcy Code sections 327(e) and 329, the Debtors, as debtors and debtors-in-possession, are authorized to employ and retain Morrison & Foerster as their Special Counsel as of the commencement of these cases, to perform the Services set forth in the Application.
3. Morrison & Foerster shall be compensated as set forth in the Engagement Agreement and in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331 and such Bankruptcy Rules and Local Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court.
4. Morrison & Foerster is authorized to apply the amounts presently held as retainers to pay any fees, charges and disbursements relating to services rendered to the Debtors prior to the Petition Date that remain unpaid as of such date and to hold any balance as a postpetition retainer to be applied towards unpaid fees, expenses and disbursements approved by the Court in connection with Morrison & Foerster's final fee application in these cases.
5. The requirement under Local Bankr. R. 9013-1(b) for the service and filing of a separate memorandum of law is satisfied by the Application.

Dated: New York, New York
January 7, 2003

/s/ Prudence Carter Beatty

United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:
GENUITY INC., et al.,

Debtors.

Chapter 11
Case No. 02-43558
(Jointly Administered)

**ORDER GRANTING AMENDED APPLICATION OF DEBTORS TO
RETAIN MORRISON & FOERSTER, LLP AS SPECIAL COUNSEL**

Upon the Amended Application dated June 6, 2003 (the "Application") of Genuity Inc. and certain of its subsidiaries, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for Order Under 11 U.S.C. Sections 327 and 329 Authorizing Employment and Retention of Morrison & Foerster LLP as Special Counsel for Debtors-in-Possession, all as more fully set forth in the Application; and the Court being satisfied, based on the representations made in the Application, that Morrison & Foerster represents or holds no interest adverse to the Debtors or their estates with respect to the additional matters on which Morrison & Foerster is to be retained; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and the relief requested in the Application being in the best interests of the Debtors and their estates and creditors; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore, it is:

ORDERED, ADJUDGED AND DECREED that:

1. The Application is granted.

2. Pursuant to Section 327(e) of the Bankruptcy Code, the Debtors are hereby authorized to expand the scope of Morrison & Foerster's retention as special counsel, effective as of May 15, 2003, to encompass representing the Debtors with respect to the Cure Objections interposed by MCI and other telecommunications service providers, as well as any other Cure Objections for which the Debtors may request Morrison & Foerster's assistance.

3. Morrison & Foerster shall apply for compensation and reimbursement in accordance with the procedures set forth in §§ 330 and 331 of the Bankruptcy Code, applicable Federal Rules of Bankruptcy Procedure, local rules and orders of the Court, guidelines established by the Office of the United States Trustee, and such other procedures as may be fixed by order of this Court.

4. The requirement pursuant to Local Rule 9013-1(b) that the Debtors file a separate memorandum of law in support of the Application is hereby waived.

Dated: New York, New York
August 1, 2003

/s/ Prudence Carter Beatty

The Honorable Prudence C. Beatty
United States Bankruptcy Judge

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

GENUITY INC., et al.,

Debtors.

Chapter 11

Case No. 02-43550

(Jointly Administered)

**ORDER AWARDING INTERIM COMPENSATION FOR
PROFESSIONAL SERVICES AND FOR REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES**

Upon the interim applications for compensation for professional services rendered and for reimbursement of actual and necessary expenses (collectively, the “Interim 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) Alvarez & Marsal, as Restructuring Consultants for the Debtors (“A&M”), (vi) Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”), as Counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”), (vii) Deloitte & Touche LLP, as Financial Advisors for the Creditors’ Committee (“Deloitte,” and collectively with R&G, MoFo, Skadden, B&M, A&M, Kramer Levin, the “Professionals”), and upon the Final Fee Application for Compensation and For Reimbursement of Expenses of Lazard Freres & Co. LLC (“Lazard’s Final Fee Application” and collectively with the Interim Applications, the “Fee Applications”), all as more fully set forth in the Fee Applications; and upon the Objection of the United States Trustee Regarding Applications for Interim Compensation (the “Objection”); and the matter having come to be heard before the Honorable Prudence Carter Beatty, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern

District of New York, One Bowling Green, New York, NY 10004, on the eleventh (11th) day of June, 2003; and the Court having jurisdiction to consider the Fee Applications and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the 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 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 Interim Applications for compensation for services rendered and reimbursement of expenses are hereby ALLOWED, subject to final allowance, 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 the Debtors are hereby authorized and directed to pay any amounts allowed hereunder that have not yet been paid to the Professionals.

2. Lazard's Final Fee Application is granted as reasonable compensation for actual, necessary services and reimbursement for actual, necessary expenses in accordance with 11 U.S.C. §§ 328, 330 and 331, and the Debtors are hereby authorized and directed to pay any amounts allowed hereunder that have not yet been paid to Lazard. Pursuant to Fed. R. Civ. P. 54(b), made applicable hereto by Bankruptcy Rules 7054(a) and 9014, there is no just reason for delay in the entry of final judgment and entry of this Order shall be considered entry of separate final judgment with respect to the Lazard Final Fee Application.

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

Dated: New York, New York
June 11, 2003

/s/ Prudence Carter Beatty

The Honorable Prudence C. Beatty
United States Bankruptcy Judge

Schedule A

Applicant	Date/Docket Number of Application	Fees Requested	Fees Awarded	Fees Held Back	Expenses Requested	Expenses Awarded
Ropes & Gray, LLP	4/28/2003/796	\$2,110,008.80	\$2,110,008.80	\$ 0.00	\$451,479.81	\$451,479.81
Morrison & Foerster, LLP	4/28/2003/798	\$348,674.90	\$348,674.90	\$ 0.00	\$12,212.31	\$12,212.31
Baker & McKenzie	4/28/2003/803	\$324,737.44	\$324,737.44	\$ 0.00	\$7,153.75	\$7,153.75
Skadden, Arps, Slate, Meagher & Flom, LLP	4/28/2003/791	\$1,309,304.00	\$1,309,304.00	\$ 0.00	\$81,672.38	\$81,672.38
Alvarez & Marsal	4/28/2003/790	\$408,325.00	\$408,325.00	\$ 0.00	\$25,821.03	\$25,821.03
Kramer, Levin, Naftalis & Frankel, LLP	4/28/2003/799	\$587,595.50	\$587,595.50	\$ 0.00	\$25,972.41	\$25,972.41
Deloitte & Touche	4/28/2003/800	\$293,710.00	\$293,710.00	\$ 0.00	\$9,142.01	\$9,142.01

(PCB) 6/11/03

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

GENUITY INC., et al.,

Debtors.

Chapter 11

Case No. 02-43550

(Jointly Administered)

**ORDER AWARDING INTERIM COMPENSATION FOR
PROFESSIONAL SERVICES AND FOR REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES**

Upon the interim applications for compensation for professional services rendered and for reimbursement of actual and necessary expenses (collectively, the “Interim 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 to the Debtors (“LeBoeuf”), (vi) Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”), as Counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”), (vii) Deloitte & Touche LLP, as Financial Advisors for the Creditors’ Committee (“Deloitte,” and collectively with R&G, MoFo, Skadden, B&M, LeBoeuf, Kramer Levin, the “Professionals”), all as more fully set forth in the Interim Fee Applications; and upon the Objection of the United States Trustee Regarding Applications for Interim Compensation (the “Objection”); and the matter having come to be heard before the Honorable Prudence Carter Beatty, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004, on the twenty-

second (22nd) day of October, 2003; and the Court having jurisdiction to consider the Fee Applications and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the 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 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 Interim Fee Applications for compensation for services rendered and reimbursement of expenses are hereby ALLOWED, subject to final allowance, 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 the Debtors are hereby authorized and directed to pay any amounts allowed hereunder that have not yet been paid to the Professionals.
2. The requirement under Local Bankr. R. 9013-1(b) for the service and filing of a separate memorandum of law is satisfied by the Fee Applications.

Dated: New York, New York
October __, 2003

The Honorable Prudence C. Beatty
United States Bankruptcy Judge

Schedule A

Applicant	Fees Requested	Fees Awarded	Fees Held Back	Expenses Requested	Expenses Awarded
Ropes & Gray, LLP	\$1,769,542.50	\$1,769,542.50	\$ 0.00	\$182,882.22	\$182,424.35
Morrison & Foerster, LLP	\$519,854.75	\$519,854.75	\$ 0.00	\$16,418.30	\$16,418.30
Baker & McKenzie	\$537,329.38	\$537,329.38	\$ 0.00	\$10,626.41	\$9,485.53
Skadden, Arps, Slate, Meagher & Flom, LLP	\$184,291.00	\$184,291.00	\$ 0.00	\$26,504.46	\$26,504.46
LeBoeuf, Lamb, Greene & MacRae, L.L.P.	\$82,850.50	\$82,850.50	\$ 0.00	\$1,073.64	\$1,073.64
Kramer, Levin, Naftalis & Frankel, LLP	\$427,966.50	\$427,966.50	\$ 0.00	\$42,429.72	\$42,429.72
Deloitte & Touche	\$375,000.00	\$375,000.00	\$ 0.00	\$4,448.38	\$4,448.38

EXHIBIT C

EXHIBIT C

Summary of Professional Services

Name	Status	2003 Rates	Year Admitted to Bar	Hours	Fees
Larren Nashelsky	Partner	600.00	1991 (CT)	12.45	7,623.75
Cheryl Tritt	Partner	525.00	1976 (IL)	24.10	12,652.50
Kenneth Irvin	Partner	500.00	1993 (DC)	3.30	1,650.00
Stuart Crenshaw	Associate	395.00	1993 (VA)	91.40	36,103.00
N.S. Rosenbaum	Associate	395.00	1990 (NY)	9.60	3,792.00
William McCarron	Associate	375.00	1994 (VA)	148.90	55,837.50
S.P. Goodman	Associate	335.00	1998 (CA)	0.20	67.00
J.L. Kostyu	Associate	275.00	2000 (VA)	62.80	17,270.00
Joseph B. Williams	Associate	250.00	2001 (VA)	8.40	2,100.00
J.L. McBrien	Associate	225.00	2003 (NY)	20.40	4,657.50

Name	Status	2003 Rates	Year Admitted to Bar	Hours	Fees
J.P. Levi	Associate	215.00	2003 (VA)	8.80	1,892.00
Joan E. Neal	Of Counsel	400.00	1989 (IL)	15.50	6,200.00
Mary E. Wand	Of Counsel	400.00	1994 (DC)	5.50	2,310.00
Frank W. Krogh	Of Counsel	395.00	1981 (DC)	23.90	9,440.50
C.A. Coyle	Legal Assistant	105.00		3.50	367.50
T.L. Pringleton	Legal Assistant	135.00		8.50	1,147.50
S. Roberts	Doc. Clerk	95.00		6.00	570.00
			Total	453.25	163,680.75

EXHIBIT D

MORRISON & FOERSTER LLP

ATTORNEYS AT LAW

File No. 72497
P. O. Box 60000
San Francisco, California 94160-2497
Telephone (415) 268-7000
Telefacsimile (415) 268-7522
www.mofa.com

Andrew P. Borggaard
Chief Liquidating Officer & General Counsel
GLT Liquidating Trust
400 Unicorn Park
Woburn, MA 01801

Taxpayer ID #94-0697210
Invoice Number: 4214261
Invoice Date: September 12, 2003
Client/Matter Number: 048867-0000084

Matter Name: BANKRUPTCY

RE: BANKRUPTCY

For Professional Services Rendered and Disbursements Incurred through August 31, 2003

	<u>U.S.Dollars</u>
Current Fees	37,178.00
Current Disbursements	<u>916.47</u>
Total This Invoice	<u><u>38,094.47</u></u>

Payment may be made by wire transfer to the firm's account

Bank of America – Main Branch San Francisco, CA 94104
Account # 1499401830 - ABA Routing # 121000358

Our billing statements are due and payable within thirty days of receipt. For your convenience, we have included a summary of your account balance on the last page of this invoice.

Billing questions may be directed to our Billing Hotline at (415) 268-6446

048867-0000084
BANKRUPTCYInvoice Number: 4214261
Invoice Date: September 12, 2003

Time Detail

Date	Services	Timekeeper	Hours	Value
LITIGATION (GENERAL)				
04-Aug-2003	Review draft motion; emails to K. Irvin and W. McCarron regarding same; discussions with W. McCarron regarding same.	Nashelsky, Larren M.	2.00	1,200.00
05-Aug-2003	Review and respond to email from J. McBrien regarding filing of motion regarding administrative claim; review and revise same.	Nashelsky, Larren M.	2.30	1,380.00
12-Aug-2003	Communications with R. Kudo and K. Doe regarding entry of order allowing and directing SLC trustee's payment of 503 claim.	McCarron, William	0.40	150.00
18-Aug-2003	Forward requested materials for bankruptcy counsel.	Goodman, Samantha P.	0.20	67.00
20-Aug-2003	Review draft 503 claim against McCook Metals; e-mail to R. Kwasteniet regarding same.	McCarron, William	0.20	75.00
22-Aug-2003	Communications with R. Kwasteniet regarding preparation of 503 claim against McCook Metals.	McCarron, William	0.20	75.00
27-Aug-2003	Communications with R. Kwasteniet regarding 503 claim against McCook Metals.	McCarron, William	0.40	150.00
Total: 11	LITIGATION (GENERAL)		5.70	3,097.00
REGULATORY MATTERS				
01-Aug-2003	Draft letter to USAC regarding the discontinuance of service by Genuity Telecom and adjusting Genuity Telecom's USF account to reflect the discontinuance; discuss same with J. Neal.	Kostyu, Jennifer L.	1.50	412.50
01-Aug-2003	Direct J. Kostyu to pull remaining FCC licenses for bankruptcy counsel preparation of motion to relinquish.	Neal, Joan E.	0.20	80.00
04-Aug-2003	Revise letter to USAC regarding the discontinuance of service by Genuity Telecom and adjusting Genuity Telecom's USF account to reflect the discontinuance; discuss same with J. Neal.	Kostyu, Jennifer L.	0.50	137.50
04-Aug-2003	Revise draft letter and certification to USAC informing them of cessation of service for USF purposes; draft e-mail to M. Hileman distributing same for review and reviewing status of other remaining FCC clean-up issues.	Neal, Joan E.	0.50	200.00
04-Aug-2003	Review and revise discontinuance letter to FCC and direct J. Kostyu.	Tritt, Cheryl A.	0.20	105.00
05-Aug-2003	Discuss with J. Neal relinquishing Genuity's remaining FCC licenses; update list of FCC licenses and review FCC public notices and orders granting such licenses; email bankruptcy counsel the list of licenses.	Kostyu, Jennifer L.	1.50	412.50

MORRISON & FOERSTER LLP

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Date	Services	Timekeeper	Hours	Value
05-Aug-2003	Call with R. Martin (Ropes & Gray) to discuss information needed regarding FCC authorizations in order to prepare bankruptcy court motion for permission to relinquish remaining authorizations; direct J. Kostyu to prepare necessary information regarding same; review license matrix summarizing same.	Neal, Joan E.	0.70	280.00
05-Aug-2003	Research Section 214 authorizations held by GTE Telecom which later changed its name to Genuity Telecom: Lexis and FCC International Bureau Filing System searches performed.	Pringleton, Theresa L.	1.00	135.00
05-Aug-2003	Telephone calls with J. Kostyu regarding research of Section 214 authorizations held by Genuity.	Pringleton, Theresa L.	0.10	13.50
06-Aug-2003	Review FCC public notices and orders granting FCC licenses; email bankruptcy counsel the public notices and orders.	Kostyu, Jennifer L.	1.00	275.00
06-Aug-2003	Discuss back-billing and collection question with M. Mahoney and C. Kennedy; review prior research regarding the same.	Kostyu, Jennifer L.	0.50	137.50
08-Aug-2003	Email M. Hileman regarding notifying USAC of Genuity Telecom's discontinuance of service and adjusting Genuity Telecom's USF account.	Kostyu, Jennifer L.	0.20	55.00
20-Aug-2003	Finalize and file letter notifying USAC that Genuity Telecom no longer provides telecommunications services; forward copy of letter to M. Hileman.	Kostyu, Jennifer L.	0.50	137.50
20-Aug-2003	Follow up with J. Kostyu regarding status of notification letter to USAC and license information provided to bankruptcy counsel.	Neal, Joan E.	0.20	80.00
26-Aug-2003	Discuss with, and compose email to, E. Fontana regarding which FCC licenses need to be relinquished; discuss same with J. Neal.	Kostyu, Jennifer L.	0.50	137.50
26-Aug-2003	Call from E. Fontana (Ropes & Gray) regarding regulatory questions for preparation of bankruptcy motion to relinquish remaining licenses and cable assets.	Neal, Joan E.	0.20	80.00
27-Aug-2003	Review petition prepared by E. Fontana regarding relinquishing remaining FCC licenses; discuss same with J. Neal.	Kostyu, Jennifer L.	0.70	192.50
27-Aug-2003	Review draft bankruptcy motion for regulatory accuracy; call to E. Fontana (Ropes & Gray) with minor revisions to same; call from E. Fontana with further questions regarding same.	Neal, Joan E.	0.70	280.00
Total: 13	REGULATORY MATTERS		10.70	3,151.00

RETENTIONS/FEE MATTERS

01-Aug-2003	Review e-mail from E. Fontana regarding due date of fee applications and scheduling of hearing; e-mail to K. Irvin regarding same.	McCarron, William	0.10	37.50
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MORRISON & FOERSTER LLP

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Date	Services	Timekeeper	Hours	Value
01-Aug-2003	Review email from W. McCarron regarding second interim fee application hearing.	Nashelsky, Darren M.	0.20	120.00
02-Aug-2003	Review e-mail from E. Fontana and calendar deadlines for serving and filing fee application.	McCarron, William	0.20	75.00
08-Aug-2003	Review and edit prebill for month of July.	McCarron, William	0.80	300.00
14-Aug-2003	Communications with K. Irvin regarding preparation of fee application.	McCarron, William	0.30	112.50
19-Aug-2003	Confer with J. Schleuter regarding deadlines for serving second interim fee applications.	McCarron, William	0.30	112.50
19-Aug-2003	Review email from W. McCarron regarding 2nd interim fee application; review same.	Nashelsky, Darren M.	1.00	600.00
20-Aug-2003	Confer with J. Schleuter regarding preparation of second interim fee application.	McCarron, William	0.30	112.50
21-Aug-2003	Communications with J. Schleuter regarding second interim fee application	McCarron, William	0.10	37.50
22-Aug-2003	Confer with J. Schleuter regarding preparing second interim fee application; e-mail to billing attorneys regarding same.	McCarron, William	0.30	112.50
Total: 14	RETENTIONS/FEE MATTERS		3.60	1,620.00
UTILITIES				
03-Aug-2003	Review Adelphia docket, contract, invoices and communications regarding 503 claim; research regarding effect of designation as utility on entitlement to administrative priority and debtor's claim that former affiliate used the service instead; draft 503 motion.	McCarron, William	11.40	4,275.00
04-Aug-2003	Communications with L. Nashelsky, K. Irvin, N. Rosenbaum, J. McBrien, K. Doe and M. Mahoney regarding draft 503 motion against Adelphia Business Solutions; revise motion.	McCarron, William	1.30	487.50
05-Aug-2003	Communications with K. Doe and J. McBrien regarding 503 motion against Adelphia; review and revise draft notice, order and affidavit of service; instruct staff regarding exhibits to motion.	McCarron, William	1.10	412.50
06-Aug-2003	Communications with K. Doe, M. Mahoney and docketing regarding filing and service of 503 motion against Adelphia Business Solutions.	McCarron, William	0.30	112.50
Total: 16	UTILITIES		14.10	5,287.50
OTHER CREDITOR				
BANKRUPTCY/INSOLVENCY				

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Date	Services	Timekeeper	Hours	Value
01-Aug-2003	Communications with M. Caloway, K. Doe and M. Mahoney regarding invoices supporting Genuity's contested 503 claim against Verado Holdings.	McCarron, William	0.30	112.50
01-Aug-2003	Call with K. Doe regarding notice of Focal Communications administrative bar date.	McCarron, William	0.10	37.50
01-Aug-2003	Review various creditor-side filings received.	McCarron, William	0.50	187.50
01-Aug-2003	Review SLC Liquidating motion for entry of order approving settlement allowing Genuity's 503 claim and approving compromise of alleged preference against it.	McCarron, William	0.10	37.50
01-Aug-2003	Review and forward to M. Hileman notice of non-voting status of Class 3 claim against WorldCom.	McCarron, William	0.20	75.00
04-Aug-2003	Prepare notice of motion and proposed order for motion for payment of administrative expenses by Adelphia Business Solutions; prepare affidavit of service for same; phone calls with B. McCarron regarding same; phone call to Judge's chambers regarding hearing dates.	McBrien, Jennifer L.	2.30	517.50
04-Aug-2003	Call with D. Moynihan regarding claims against WorldCom and voting.	McCarron, William	0.40	150.00
04-Aug-2003	Conference call with J. McBrien and W. McCarron regarding motion for allowance of administrative expense to be filed in Adelphia and review draft of motion.	Rosenbaum, Norman S.	0.50	197.50
05-Aug-2003	Revise motion for payment of administrative expenses by Adelphia Business Solutions and related documents.	McBrien, Jennifer L.	0.90	202.50
05-Aug-2003	Review filings received in various creditor-side bankruptcies.	McCarron, William	0.80	300.00
06-Aug-2003	Revise administrative expense motion, notice of motion and proposed order; file and serve same.	McBrien, Jennifer L.	2.10	472.50
06-Aug-2003	Review WorldCom filings received.	McCarron, William	0.10	37.50
06-Aug-2003	Review and respond to e-mail from S. Crenshaw regarding claim objections deadline.	McCarron, William	0.10	37.50
06-Aug-2003	Review email from W. McCarron regarding expense motion.	Nashelsky, Darren M.	0.80	480.00
07-Aug-2003	Review various creditor-side bankruptcy filings received.	McCarron, William	0.50	187.50
08-Aug-2003	Review WorldCom filings received.	McCarron, William	0.30	112.50
11-Aug-2003	Review filings received in various creditor-side matters.	McCarron, William	0.40	150.00
11-Aug-2003	Review SLC docket and communications with K. Doe regarding whether Genuity has received payment of its \$198,513.31 administrative expense claim from the trustee.	McCarron, William	0.20	75.00
12-Aug-2003	Review bankruptcy filings received in various creditor-side bankruptcies.	McCarron, William	1.40	525.00
14-Aug-2003	Review filings received in various creditor-side bankruptcies.	McCarron, William	0.30	112.50

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Date	Services	Timekeeper	Hours	Value
15-Aug-2003	Review WorldCom filings received.	McCarron, William	0.10	37.50
18-Aug-2003	Review WorldCom filings received.	McCarron, William	0.10	37.50
18-Aug-2003	E-mails with K. Doe and R. Kudo regarding payment of allowed 503 claim against SLC.	McCarron, William	0.20	75.00
20-Aug-2003	Communications with R. Kudo and K. Doe regarding payment by SLC disbursing agent of allowed 503 claim.	McCarron, William	0.10	37.50
20-Aug-2003	Communications with J. Taylor regarding claims asserted against Starnet.	McCarron, William	0.50	187.50
21-Aug-2003	Communications with J. Taylor regarding Genuity's 503 claim claim against Starnet and its proof of claim filed in Genuity's case.	McCarron, William	0.90	337.50
21-Aug-2003	Review WorldCom plan supplement and filings received in other creditor-side bankruptcies.	McCarron, William	3.00	1,125.00
21-Aug-2003	Communications with R. Kudo and K. Doe regarding obtaining payment on allowed 503 claim against SLC.	McCarron, William	0.30	112.50
22-Aug-2003	Communications with R. Kudo regarding payment from SLC estate of 503 claim.	McCarron, William	0.10	37.50
22-Aug-2003	E-mail to M. Hileman and D. Moynihan regarding confirmation of MFN plan.	McCarron, William	0.10	37.50
22-Aug-2003	Review notice of extension of plan voting deadline; e-mail to D. Moynihan and M. Hileman regarding same and plan supplement listing contracts to be rejected.	McCarron, William	0.30	112.50
22-Aug-2003	Communications with J. Taylor regarding 503 claim against Starnet and claims asserted by Starnet in Genuity's cases.	McCarron, William	1.00	375.00
26-Aug-2003	Review various creditor-side bankruptcy filings received.	McCarron, William	1.20	450.00
26-Aug-2003	Communications with J. Taylor and J. Collen, debtor's counsel, regarding claims asserted by Genuity and Starnet; review file.	McCarron, William	1.00	375.00
27-Aug-2003	Review WorldCom filings received.	McCarron, William	0.10	37.50
27-Aug-2003	Communications with K. Doe and W. Wilson regarding preparing claim against Recoton; review Recoton docket and instruct staff regarding conflicts search.	McCarron, William	0.50	187.50
27-Aug-2003	Communications with J. Taylor, K. Doe and W. Wilson regarding asserting claims against Starnet.	McCarron, William	1.50	562.50
28-Aug-2003	Review WorldCom filings received.	McCarron, William	0.10	37.50
28-Aug-2003	Conference call with J. Taylor, Alix Partners and Ropes & Gray regarding 503 claim against Starnet and claims asserted by it against Genuity; call to Starnet's counsel regarding same; review claim objection and Starnet's response.	McCarron, William	4.60	1,725.00
29-Aug-2003	Review WorldCom filings received.	McCarron, William	0.30	112.50

MORRISON & FOERSTER LLP

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Date	Services	Timekeeper	Hours	Value
29-Aug-2003	E-mail to D. Moynihan regarding plan confirmation order.	McCarron, William	0.10	37.50
Total: 19	OTHER CREDITOR BANKRUPTCY/INSOLVENCY		28.40	10,045.00
CASE ADMINISTRATION				
12-Aug-2003	Review and respond to e-mail from J. Taylor regarding claims against PSI and PSI's preference based claim filed in Genuity's bankruptcy.	McCarron, William	0.30	112.50
15-Aug-2003	E-mail K. Doe regarding Neucom bankruptcy filing.	McCarron, William	0.10	37.50
27-Aug-2003	Communications with K. Doe and W. Wilson regarding transition of bankruptcy matters to W. Wilson and significant outstanding matters.	McCarron, William	0.90	337.50
Total: 6	CASE ADMINISTRATION		1.30	487.50
EXECUTORY CONTRACTS/PERSONALTY				
01-Aug-2003	Calendar revised procedural deadlines regarding MCI cure objection.	McCarron, William	0.10	37.50
04-Aug-2003	Address issues associated with the status of the third data base of circuit related information with F. Dye and with B. Robinson of Alix Partners.	Crenshaw, Stuart L.	0.30	118.50
04-Aug-2003	Address issues associated with the rejection and disconnection of the MCI WorldCom Telecommunications Services Agreement (voice services) with S. Della Fera.	Crenshaw, Stuart L.	0.10	39.50
04-Aug-2003	Review the correspondence and analysis concerning the MCI WorldCom circuits and summarize for meeting with representatives of Genuity and representatives of Alix Partners.	Crenshaw, Stuart L.	2.20	869.00
04-Aug-2003	(ABIZ) Review and revise motion under 503 seeking approval of administrative claim for post-petition service; direct W. McCarron regarding same.	Irvin, Kenneth W.	1.50	750.00
05-Aug-2003	Participate in a conference call with A. Borggaard, T. Brents, B. Robinson and F. Dye concerning the MCI WorldCom cure analysis and other pre and post-petition reconciliation issues.	Crenshaw, Stuart L.	1.50	592.50
05-Aug-2003	Discuss with G. Hamberg issues associated with the stipulation entered in the Second Omnibus Motion to Object to Claims, and address G. Hamberg's issues with E. Fontana of Ropes & Gray.	Crenshaw, Stuart L.	0.30	118.50
05-Aug-2003	Discuss with B. Robinson issues associated with the circuit reconciliation.	Crenshaw, Stuart L.	0.30	118.50
05-Aug-2003	Research correspondence and data to answer follow-up issues raised by B. Robinson related to the MCI WorldCom cure analysis.	Crenshaw, Stuart L.	1.00	395.00

MORRISON & FOERSTER LLP

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Invoice Date: September 12, 2003

Date	Services	Timekeeper	Hours	Value
05-Aug-2003	Review correspondence and data prepared by F. Dye of Genuity and B. Robinson of Alix Partners concerning the circuit cure analysis.	Crenshaw, Stuart L.	1.00	395.00
06-Aug-2003	Review the proof of claim filed in the MCI WorldCom bankruptcy and the back-up files supporting the liquidated claims. Review information and correspondence concerning the MCI WorldCom and Genuity dispute involving the assessment and payment of Federal Universal Services Fund charges.	Crenshaw, Stuart L.	2.50	987.50
06-Aug-2003	Prepare a summary of the MCI WorldCom and Genuity Dispute involving Genuity's payment of Federal Universal Service Fund charges.	Crenshaw, Stuart L.	0.40	158.00
06-Aug-2003	Address issues with B. McCarron concerning the MCI WorldCom proof of claim and deadline to object to claims filed by Genuity.	Crenshaw, Stuart L.	0.30	118.50
07-Aug-2003	Review issues associated with MCI WorldCom's proof of claim in comparison to the recent statements of account from MCI WorldCom.	Crenshaw, Stuart L.	1.00	395.00
07-Aug-2003	Discuss with A. Borggaard issues associated with the MCI WorldCom Proof of Claim and the reconciliation of various statements of account from MCI WorldCom.	Crenshaw, Stuart L.	1.60	632.00
07-Aug-2003	Communications with S. Crenshaw and K. Irvin regarding availability of setoff or recoupment against MCI cure obligations; communications with Ropes & Gray regarding adjourning hearing on cure dispute.	McCarron, William	0.80	300.00
08-Aug-2003	Call to R. Martin regarding adjourning hearing on MCI cure stipulation.	McCarron, William	0.10	37.50
11-Aug-2003	Communications with E. Fontana and S. Crenshaw regarding MCI cure dispute status.	McCarron, William	1.30	487.50
12-Aug-2003	Call with S. Crenshaw regarding status and resolution of MCI cure dispute; call with R. Martin regarding same and obtaining an adjournment of 8/13/03 hearing as settlement discussions progress.	McCarron, William	1.10	412.50
13-Aug-2003	E-mail to K. Doe regarding MFN assumption motion.	McCarron, William	0.20	75.00
14-Aug-2003	Communications with S. Crenshaw regarding status of MCI cure settlement negotiations.	McCarron, William	0.20	75.00
15-Aug-2003	Communications with A. Borggaard and S. Della Fera regarding further extending stipulated MCI Cure dispute deadlines by one week.	McCarron, William	0.60	225.00
19-Aug-2003	Review MFN settlement agreement with Genuity and 9019 motion and order; review and respond to e-mail from D. Moynihan regarding MFN's assumption of collocation agreement.	McCarron, William	0.60	225.00
20-Aug-2003	Analyze UUNet pre-petition arrearages and address issues associated with these arrearages with F. Dye and B. Robison.	Crenshaw, Stuart L.	1.00	395.00

MORRISON & FOERSTER LLP048867-0000084
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Invoice Date: September 12, 2003

Date	Services	Timekeeper	Hours	Value
20-Aug-2003	Address issues concerning the structure of a potential resolution with S. Della Fera.	Crenshaw, Stuart L.	0.20	79.00
20-Aug-2003	Discuss with W. McCarron issues associated with the status of discussions to resolve the cure dispute.	Crenshaw, Stuart L.	0.30	118.50
20-Aug-2003	Review correspondence from S. Della Fera concerning the invoices associated with the Telecommunications Services Agreement and review the invoices associated with the Telecommunications Services Agreement.	Crenshaw, Stuart L.	0.70	276.50
20-Aug-2003	Address issues with S. Della Fera concerning the Telecommunications Services Agreement and the pre-petition amounts due thereunder.	Crenshaw, Stuart L.	0.30	118.50
20-Aug-2003	Address issues concerning the invoices associated with the UUNet Agreement and the invoices associated with the Telecommunications Services Agreement with F. Dye and with B. Robison.	Crenshaw, Stuart L.	0.40	158.00
20-Aug-2003	Review various UUNet services invoices and the statement of account relating thereto.	Crenshaw, Stuart L.	1.00	395.00
20-Aug-2003	Confer with W. McCarron, S. Crenshaw regarding analysis of whether Genuity can contend MCI claim is essentially a rejection claim; review material regarding same.	Irvin, Kenneth W.	0.50	250.00
20-Aug-2003	Communications with S. Crenshaw and K. Irvin regarding settlement negotiations of MCI cure dispute.	McCarron, William	0.90	337.50
21-Aug-2003	Address various issues associated with the UUNet pre-petition claim amounts, review associated documents.	Crenshaw, Stuart L.	1.00	395.00
21-Aug-2003	Address issues with P. Weber and J. Kemp of Level 3 Communications associated with disconnected MCI WorldCom circuits.	Crenshaw, Stuart L.	0.40	158.00
21-Aug-2003	Address issues with F. Dye and S. Della Fera concerning the Clover database and the UUNet invoices.	Crenshaw, Stuart L.	0.40	158.00
21-Aug-2003	Address issues with P. Weber of Level 3 Communications concerning circuits which are active in spite of Genuity's records.	Crenshaw, Stuart L.	0.30	118.50
21-Aug-2003	Review the Amtrak Sonet Access Agreement and address issues with A. Borggaard.	Crenshaw, Stuart L.	1.20	474.00
21-Aug-2003	Address issues associated with the UUNet invoices with A. Borggaard.	Crenshaw, Stuart L.	0.20	79.00
21-Aug-2003	Address a number of major outstanding issues associated with the reconciliation of amounts due with S. Della Fera.	Crenshaw, Stuart L.	0.30	118.50
21-Aug-2003	Communications with S. Crenshaw regarding status of MCI cure dispute.	McCarron, William	0.10	37.50
22-Aug-2003	Communications with S. Crenshaw, A. Borggaard, and S. Della Fera regarding MCI cure dispute.	McCarron, William	0.70	262.50

MORRISON & FOERSTER LLP

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Invoice Number: 4214261
Invoice Date: September 12, 2003

Date	Services	Timekeeper	Hours	Value
25-Aug-2003	Address issues associated with Level 3 Communications' circuit analysis with F. Dye and representatives of Alix Partners.	Crenshaw, Stuart L.	0.40	158.00
25-Aug-2003	Review data from MCI WorldCom concerning the circuit statement of account and the pre-petition and post-petition amounts due.	Crenshaw, Stuart L.	1.00	395.00
25-Aug-2003	Discuss with S. Della Fera issues associated with amounts due under the UUNet and Telecommunications Services Agreements, the resolution of all issues and various other circuit related issues.	Crenshaw, Stuart L.	0.50	197.50
25-Aug-2003	Discuss with A. Borggaard, F. Dye and representatives of Alix Partners issues associated with the Level 3 Communications analysis of disconnected circuits, circuit reconciliation issues and UUNet amounts due.	Crenshaw, Stuart L.	0.50	197.50
25-Aug-2003	Participate in a teleconference with representatives of Level 3 Communications and F. Dye concerning the Level 3 database of information concerning active and disconnected circuits.	Crenshaw, Stuart L.	0.80	316.00
25-Aug-2003	Review the WorldCom Advanced Networks Agreement and various correspondence concerning the agreements to be assumed by the Estate and assigned to Level 3 Communications.	Crenshaw, Stuart L.	0.80	316.00
25-Aug-2003	Address issues concerning the UUNet invoices and the Clover database with F. Dye and with S. Della Fera.	Crenshaw, Stuart L.	0.30	118.50
27-Aug-2003	Communications with S. Crenshaw regarding MCI cure dispute settlement negotiations.	McCarron, William	0.50	187.50
29-Aug-2003	Communications with S. Crenshaw regarding status of MCI cure dispute and extending procedural timetable.	McCarron, William	0.30	112.50
Total: 8	EXECUTORY CONTRACTS/PERSONALTY		34.00	13,490.00
		Total Fees		37,178.00

Timekeeper Summary

Title	Name	Hours	Rate	Value
Partner	Cheryl A. Tritt	0.20	525.00	105.00
Partner	Kenneth W. Irvin	2.00	500.00	1,000.00
Partner	Larren M. Nashelsky	6.30	600.00	3,780.00
Associate	Samantha P. Goodman	0.20	335.00	67.00
Associate	Jennifer L. Kostyu	6.90	275.00	1,897.50
Associate	Stuart L. Crenshaw	24.50	395.00	9,677.50
Associate	Jennifer L. McBrien	5.30	225.00	1,192.50
Associate	William McCarron	48.30	375.00	18,112.50
Associate	Norman S. Rosenbaum	0.50	395.00	197.50
Of Counsel	Joan E. Neal	2.50	400.00	1,000.00
Legal Assistant	Theresa L. Pringleton	1.10	135.00	148.50
TOTAL		97.80		37,178.00

TASK CODE SUMMARY:

Task Code	Description	Hours	Amount
11	LITIGATION (GENERAL)	5.70	3,097.00
13	REGULATORY MATTERS	10.70	3,151.00
14	RETENTIONS/FEE MATTERS	3.60	1,620.00
16	UTILITIES	14.10	5,287.50
19	OTHER CREDITOR BANKRUPTCY/INSOLVENCY	28.40	10,045.00
6	CASE ADMINISTRATION	1.30	487.50
8	EXECUTORY CONTRACTS/PERSONALTY	34.00	13,490.00
	TOTAL	97.80	37,178.00

Disbursement Detail

Date	Description	Value
31-Aug-2003	Photocopies	28.40
31-Aug-2003	Long Distance Telephone	156.03
31-Aug-2003	Fax	21.25
31-Aug-2003	Air Freight	7.78
31-Aug-2003	On-line Research - LEXIS	526.15
31-Aug-2003	On-line Research - WESTLAW	99.86
07-Aug-2003	Filing Fees - VENDOR:JOSHUA GOTTLIEB USBC Pick Up.	77.00
	Total Disbursements	<u>916.47</u>
	Total Amount Due	USD <u><u>38,094.47</u></u>

MORRISON & FOERSTER LLP

ATTORNEYS AT LAW

File No. 72497

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Mark P. Hileman
Vice President & Deputy General Counsel
Genuity, Inc.
225 Presidential Way, MS: 27/53A
P.O. Box 4100
Woburn, MA 01888

Taxpayer ID #94-0697210

Invoice Number: 4222758

Invoice Date: October 9, 2003

Client/Matter Number: 048867-0000084

Matter Name: BANKRUPTCY

RE: BANKRUPTCY

For Professional Services Rendered and Disbursements Incurred through September 30, 2003

	<u>U.S.Dollars</u>
Current Fees	34,197.50
Current Disbursements	<u>514.03</u>
Total This Invoice	<u><u>34,711.53</u></u>

Payment may be made by wire transfer to the firm's account

Bank of America – Main Branch San Francisco, CA 94104
Account # 1499401830 - ABA Routing # 121000358

Our billing statements are due and payable within thirty days of receipt. For your convenience, we have included a summary of your account balance on the last page of this invoice.

Billing questions may be directed to our Billing Hotline at (415) 268-6446

048867-0000084
BANKRUPTCYInvoice Number: 4222758
Invoice Date: October 9, 2003**Time Detail**

Date	Services	Timekeeper	Hours	Value
LITIGATION (GENERAL)				
03-Sep-2003	Communications with T. Romine and W. Wilson regarding 503 motion against Adelphia Business Solutions.	McCarron, William	0.40	150.00
04-Sep-2003	Communications with Adelphia counsel and W. Wilson regarding arranging settlement discussions on Genuity's 503 claim.	McCarron, William	0.40	150.00
05-Sep-2003	E-mail to W. Wilson regarding Adelphia claims settlement negotiation status.	McCarron, William	0.10	37.50
08-Sep-2003	Communications with W. Wilson regarding Genuity's 503 claim settlement discussions with Adelphia.	McCarron, William	0.70	262.50
09-Sep-2003	Communications with W. Wilson regarding settlement discussions concerning 503 claim asserted against Adelphia Business Solutions; confer with J. Williams regarding researching claim defenses.	McCarron, William	1.40	525.00
09-Sep-2003	Confer with W. McCarron regarding research on Adelphia motion and settlement; perform legal research regarding utility service and administrative priority.	Williams, Joseph B.	2.30	575.00
10-Sep-2003	Communications with W. Wilson, Adelphia counsel and J. Williams regarding 503 claim asserted against Adelphia.	McCarron, William	1.00	375.00
10-Sep-2003	Perform legal research regarding administrative priority, benefit to the estate, and equitable doctrines related to Adelphia bankruptcy proceeding; analyze case law and confer with W. McCarron regarding same.	Williams, Joseph B.	4.50	1,125.00
12-Sep-2003	Call with Adelphia counsel regarding consent to extension of Adelphia response deadline to 503 motion and settlement.	McCarron, William	0.30	112.50
15-Sep-2003	Review agenda reflecting adjournment of Adelphia hearing on Genuity's 503 motion.	McCarron, William	0.10	37.50
17-Sep-2003	E-mail to W. Wilson regarding Adelphia settlement status.	McCarron, William	0.10	37.50
18-Sep-2003	Review and respond to e-mail from W. Wilson regarding Adelphia 503 claim settlement negotiations.	McCarron, William	0.30	112.50
19-Sep-2003	Communications with W. Wilson and opposing counsel regarding settlement of Genuity's 503 claim against Adelphia Business Solutions.	McCarron, William	0.40	150.00
22-Sep-2003	Discuss with B. Caldwell the resolution of a 2002 Genuity fiber cut damages matter in Indiana.	Crenshaw, Stuart L.	0.20	79.00
23-Sep-2003	Communications with W. Wilson regarding 503 claim against Adelphia.	McCarron, William	0.20	75.00

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Date	Services	Timekeeper	Hours	Value
24-Sep-2003	Communications with D. Moynihan, W. Wilson and Adelphia counsel regarding settlement of Genuity 503 claim.	McCarron, William	0.40	150.00
26-Sep-2003	Communications with W. Wilson and opposing counsel regarding settlement of 503 claim against Adelphia Business Solutions.	McCarron, William	0.40	150.00
27-Sep-2003	Communications with opposing counsel regarding settlement of 503 motion against Adelphia.	McCarron, William	0.40	150.00
29-Sep-2003	Communications with opposing counsel and W. Wilson regarding settlement of 503 claim against Adelphia.	McCarron, William	0.20	75.00
30-Sep-2003	Calls to W. Wilson regarding settlement of 503 claim against Adelphia.	McCarron, William	0.10	37.50
Total: 11	LITIGATION (GENERAL)		13.90	4,366.50
REGULATORY MATTERS				
09-Sep-2003	Telephone conferences with M. Hileman to discuss application of universal service fees to managed modem systems.	Tritt, Cheryl A.	0.30	157.50
10-Sep-2003	E-mail J. Neal the list of FCC licenses that must be relinquished and the process for relinquishing them.	Kostyu, Jennifer L.	0.20	55.00
10-Sep-2003	Draft regulatory portion of matter summary for M. Hileman presentation to creditors' committee (including remaining regulatory tasks and cost estimates).	Neal, Joan E.	0.30	120.00
11-Sep-2003	Email E. Fontana regarding the status of filing a motion with the bankruptcy court to relinquish remaining FCC licenses.	Kostyu, Jennifer L.	0.10	27.50
11-Sep-2003	Direct J. Kostyu to follow up with bankruptcy counsel regarding status of court approval of FCC license relinquishments; exchange e-mails with E. Fontana (Ropes & Gray) regarding status of same.	Neal, Joan E.	0.10	40.00
15-Sep-2003	Review regulatory section of draft status report for M. Hileman and e-mail minor revision to W. McCarron.	Neal, Joan E.	0.10	40.00
25-Sep-2003	Call from M. Hileman regarding USAC invoice.	Neal, Joan E.	0.20	80.00
29-Sep-2003	Review and discuss with J. Neal the accuracy of the bill Genuity received from the Universal Service Administrative Company.	Kostyu, Jennifer L.	0.40	110.00
29-Sep-2003	Call with J. Kostyu regarding latest USAC invoice and necessary calls to USAC to correct earlier credits and cease forward billing; request intermediate USAC invoices from M. Hileman.	Neal, Joan E.	0.20	80.00
Total: 13	REGULATORY MATTERS		1.90	710.00
RETENTIONS/FEE MATTERS				

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Date	Services	Timekeeper	Hours	Value
02-Sep-2003	Communications with K. Irvin, C. Tritt and J. Neal regarding second interim fee application.	McCarron, William	0.40	150.00
03-Sep-2003	Communications with J. Neal regarding second interim fee application.	McCarron, William	0.10	37.50
06-Sep-2003	Prepare second interim fee application.	McCarron, William	2.10	787.50
08-Sep-2003	Prepare second interim fee application.	McCarron, William	0.30	112.50
09-Sep-2003	Prepare second interim fee applications; communications with T. Shanley regarding same.	McCarron, William	3.90	1,462.50
10-Sep-2003	Prepare second interim fee application.	McCarron, William	2.10	787.50
10-Sep-2003	Review email from W. McCarron and attached 2nd interim fee application.	Nashelsky, Darren M.	1.00	625.00
11-Sep-2003	Prepare fee application; communications with T. Shanley, J. Schleuter and C. Tritt regarding same.	McCarron, William	3.40	1,275.00
11-Sep-2003	Review email from W. McCarron and attached draft Certification.	Nashelsky, Darren M.	0.20	125.00
11-Sep-2003	Review and revise fee application and discuss with W. McCarron; review and revise certification for fee application.	Tritt, Cheryl A.	0.80	420.00
15-Sep-2003	Review interim fee application and related drafts.	Irvin, Kenneth W.	0.50	250.00
15-Sep-2003	Confer with J. Schleuter regarding second interim fee application.	McCarron, William	0.20	75.00
22-Sep-2003	Phone call and emails with W. McCarron regarding service of fee application; regarding review same.	McBrien, Jennifer L.	0.70	157.50
22-Sep-2003	Review fee application and confer with K. Irvin regarding same.	McCarron, William	0.20	75.00
22-Sep-2003	Communications with E. Fontana and J. McBrien regarding filing and service of second interim fee application.	McCarron, William	1.30	487.50
22-Sep-2003	Review emails from W. McCarron regarding second fee application; review notice of same.	Nashelsky, Darren M.	0.20	125.00
23-Sep-2003	Prepare fee application for filing; file and serve same; emails to W. McCarron regarding same.	McBrien, Jennifer L.	1.50	337.50
23-Sep-2003	Communications with J. McBrien and E. Fontana regarding second interim fee application.	McCarron, William	0.30	112.50
Total: 14	RETENTIONS/FEE MATTERS		19.20	7,402.50

**OTHER CREDITOR
BANKRUPTCY/INSOLVENCY**

02-Sep-2003	Review WorldCom filings received.	McCarron, William	0.40	150.00
02-Sep-2003	Review e-mail and spreadsheet from B. Rydeen regarding claims asserted by Genuity and Starnet; call to J. Collen regarding same.	McCarron, William	0.50	187.50

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Date	Services	Timekeeper	Hours	Value
03-Sep-2003	Review WorldCom articles and filings received.	McCarron, William	0.20	75.00
04-Sep-2003	Review various creditor-side bankruptcy filings received.	McCarron, William	0.40	150.00
04-Sep-2003	E-mail to J. Collen regarding claims asserted by Starnet and Genuity.	McCarron, William	0.20	75.00
06-Sep-2003	Review WorldCom filings received.	McCarron, William	0.50	187.50
08-Sep-2003	Review various creditor-side bankruptcy filings received.	McCarron, William	0.30	112.50
08-Sep-2003	Confer with J. Williams regarding MFN plan confirmation order.	McCarron, William	0.20	75.00
08-Sep-2003	Confer with W. McCarron regarding settlement and confirmation order in MFN proceeding; review settlement agreement and motion for approval of assumption; review confirmation order for MFN bankruptcy.	Williams, Joseph B.	0.90	225.00
09-Sep-2003	Review various creditor-side bankruptcy filings received.	McCarron, William	0.40	150.00
09-Sep-2003	Calls with L. Feng and B. Rydeen regarding Starnet case status.	McCarron, William	0.50	187.50
09-Sep-2003	Confer with J. Williams regarding Genuity settlement and MFN confirmation order.	McCarron, William	0.30	112.50
09-Sep-2003	Email W. McCarron regarding MFN confirmation order provisions on assumption of executory contracts.	Williams, Joseph B.	0.70	175.00
10-Sep-2003	Review WorldCom articles and filings received.	McCarron, William	0.30	112.50
11-Sep-2003	Review WorldCom articles and filings received.	McCarron, William	0.30	112.50
12-Sep-2003	Review WorldCom filings received.	McCarron, William	0.10	37.50
12-Sep-2003	E-mail to D. Moynihan regarding Infonet preference claim.	McCarron, William	0.10	37.50
12-Sep-2003	Review Genuity spreadsheet analyses of 503 claim against Starnet and Starnet's proof of claim against Genuity; communications with J. Collen, A. Borggaard, and D. Moynihan regarding same.	McCarron, William	1.40	525.00
13-Sep-2003	Review WorldCom filings received.	McCarron, William	0.40	150.00
14-Sep-2003	Review WorldCom's notice of presentment of stipulations resolving certain plan objections, motion for order approving third supplement to disclosure statement, order granting motion, and third supplement.	McCarron, William	2.80	1,050.00
15-Sep-2003	Review WorldCom filings received.	McCarron, William	0.10	37.50
15-Sep-2003	Review and respond to e-mail from B. Rydeen regarding preference defenses against Starnet.	McCarron, William	0.10	37.50
15-Sep-2003	Review MFN notice of plan confirmation and effective date; e-mail to D. Moynihan regarding same.	McCarron, William	0.10	37.50
16-Sep-2003	Review revised spreadsheets analyzing Genuity 503 claim against Starnet and Starnet's alleged claims; e-mail to J. Collen regarding same.	McCarron, William	1.00	375.00

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Date	Services	Timekeeper	Hours	Value
17-Sep-2003	Review various creditor-side filings received.	McCarron, William	0.40	150.00
18-Sep-2003	Review General Magic plan and disclosure statement.	McCarron, William	1.50	562.50
22-Sep-2003	Review WorldCom filings received.	McCarron, William	0.10	37.50
22-Sep-2003	Discussions with W. McCarron regarding creditor-side bankruptcy matters, including Worldcom; review materials regarding same.	Nashelsky, Larren M.	1.00	625.00
23-Sep-2003	Review file and call M. Caloway regarding status of Verado disbursing agent's review of Genuity's 503 claim.	McCarron, William	0.20	75.00
24-Sep-2003	Review various creditor-side bankruptcy filings received.	McCarron, William	0.40	150.00
24-Sep-2003	Review MFN settlement agreement; call D. Moynihan regarding same.	McCarron, William	0.40	150.00
24-Sep-2003	Review claims filed and notice of amendments reflected in WorldCom's second amended plan; e-mail summary of same and third supplement to disclosure statement to D. Moynihan.	McCarron, William	1.60	600.00
24-Sep-2003	E-mail to J. Collen regarding settlement of mutual claims asserted by Genuity and Starnet.	McCarron, William	0.10	37.50
25-Sep-2003	Review WorldCom filings received.	McCarron, William	0.20	75.00
25-Sep-2003	Review claim forms, notice of bar date, contract and invoices supporting claim against Interact Accessories; e-mail to W. Wilson and J. Spiller regarding same.	McCarron, William	1.50	562.50
26-Sep-2003	Review WorldCom filings received.	McCarron, William	0.10	37.50
26-Sep-2003	E-mail to D. Moynihan regarding notice of MFN rights offering.	McCarron, William	0.10	37.50
27-Sep-2003	Review supplement to WorldCom Plan Supplement and other filings received.	McCarron, William	0.50	187.50
29-Sep-2003	Prepare letter to D. Moynihan summarizing claims and General Magic's proposed plan and disclosure statement.	McCarron, William	0.50	187.50
29-Sep-2003	E-mail to D. Moynihan and W. Wilson regarding bankruptcy dismissal of Ropkey Graphics case and consequences thereof.	McCarron, William	0.30	112.50
30-Sep-2003	Call to Starnet's counsel regarding settlement of mutual claims asserted.	McCarron, William	0.10	37.50
30-Sep-2003	Review various creditor-side bankruptcy filings received.	McCarron, William	0.50	187.50
Total: 19	OTHER CREDITOR BANKRUPTCY/INSOLVENCY		21.70	8,187.50

CASE ADMINISTRATION

02-Sep-2003	Review and forward notice of AM Communications and related petition filings to W. Wilson.	McCarron, William	0.10	37.50
09-Sep-2003	Review correspondence from W. McCarron and from M. Hileman concerning summary of matters for creditors committee review, and prepare summary of matters.	Crenshaw, Stuart L.	2.50	987.50

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Invoice Date: October 9, 2003

Date	Services	Timekeeper	Hours	Value
09-Sep-2003	Address issues associated with the draft of the matters summary with W. McCarron and C. Tritt.	Crenshaw, Stuart L.	0.20	79.00
09-Sep-2003	Communications with M. Hileman, C. Tritt, S. Crenshaw and J. Neal regarding preparing summary of outstanding matters in connection with transfer to liquidating trust.	McCarron, William	0.90	337.50
10-Sep-2003	Address issues with C. Tritt concerning the Genuity summary of matters.	Crenshaw, Stuart L.	0.20	79.00
10-Sep-2003	Coordinate preparation of matter summary requested by creditors' committee.	McCarron, William	0.80	300.00
11-Sep-2003	Prepare for and meet with M. Hileman regarding pending matters handled by MoFo.	McCarron, William	2.10	787.50
13-Sep-2003	Prepare summary of pending matters being handled by MoFo.	McCarron, William	3.40	1,275.00
15-Sep-2003	Prepare pending matter summary reports and chart; communications with C. Tritt, J. Neal and S. Crenshaw regarding same.	McCarron, William	6.50	2,437.50
15-Sep-2003	Review and revise memorandum regarding status of multiple proceedings and Morrison & Foerster activities in each.	Tritt, Cheryl A.	0.60	315.00
16-Sep-2003	Review and respond to e-mails from S. Crenshaw and C. Tritt regarding status reports.	McCarron, William	0.10	37.50
Total: 6	CASE ADMINISTRATION		17.40	6,673.00

EXECUTORY CONTRACTS/PERSONALTY

02-Sep-2003	Review analysis performed by Alix Partners concerning circuits which Level 3 Communications indicates are active, and address issues with B. Robison.	Crenshaw, Stuart L.	0.30	118.50
02-Sep-2003	Review additional circuit data from J. Kemp of Level 3 Communications.	Crenshaw, Stuart L.	0.30	118.50
02-Sep-2003	Research and address issues with L. Feng concerning 60 Hudson Street leases.	Crenshaw, Stuart L.	0.50	197.50
02-Sep-2003	Research and address issues with L. Feng concerning the collocation site at 1950 N. Stemmons Freeway, Dallas, TX.	Crenshaw, Stuart L.	0.70	276.50
02-Sep-2003	Research and address issues with L. Feng concerning the collocation site located at 36 NE 2nd Street, Miami, FL.	Crenshaw, Stuart L.	0.50	197.50
02-Sep-2003	Research and address issues with L. Feng associated with the real estate lease for the premises located at 910 15th Street, Denver, Co, and further research concerning collocation agreements with Equinix associated with 1950 N. Stemmons Freeway, Dallas, TX.	Crenshaw, Stuart L.	1.00	395.00
03-Sep-2003	Review correspondence from S. Della Fera concerning reconciliation and UUNet invoice information, and address issues with F. Dye.	Crenshaw, Stuart L.	0.50	197.50

MORRISON & FOERSTER LLP048867-0000084
BANKRUPTCYInvoice Number: 4222758
Invoice Date: October 9, 2003

Date	Services	Timekeeper	Hours	Value
04-Sep-2003	Discuss with W. McCarron issues associated with the extension of MCI WorldCom discovery deadlines and the resolution of the cure dispute.	Crenshaw, Stuart L.	0.30	118.50
04-Sep-2003	Call to S. Crenshaw regarding MCI cure dispute status.	McCarron, William	0.30	112.50
05-Sep-2003	Address issues related to the extension of MCI WorldCom discovery deadlines with S. Della Fera.	Crenshaw, Stuart L.	0.10	39.50
05-Sep-2003	Address issues related to the extension of MCI WorldCom discovery deadlines with A. Borggaard.	Crenshaw, Stuart L.	0.10	39.50
05-Sep-2003	Address issues related to the extension of MCI WorldCom discovery deadlines with W. McCarron.	Crenshaw, Stuart L.	0.10	39.50
05-Sep-2003	Call with S. Crenshaw regarding MCI cure dispute status.	McCarron, William	0.10	37.50
06-Sep-2003	Review e-mail from S. Crenshaw regarding extending procedural timetable for MCI cure dispute.	McCarron, William	0.10	37.50
08-Sep-2003	Review various spreadsheets from MCI WorldCom and draft a memorandum to A. Borggaard and others at Alix Partners concerning the remaining analysis necessary to resolve the dispute between MCI WorldCom and the Genuity Estate.	Crenshaw, Stuart L.	3.20	1,264.00
08-Sep-2003	Summarize issues associated with the resolution of the dispute associated with the MCI WorldCom cure and other obligations for A. Borggaard and representatives of Alix Partners.	Crenshaw, Stuart L.	0.20	79.00
08-Sep-2003	Discuss with B. Robison issues associated with the revised circuit assumption and assignment listing.	Crenshaw, Stuart L.	0.20	79.00
09-Sep-2003	Review Qwest Integrated Network Solutions Purchase Agreement and prepare summary of comments and analysis concerning Qwest Universal Service Fund issues for A. Borggaard.	Crenshaw, Stuart L.	2.20	869.00
09-Sep-2003	Review correspondence from A. Borggaard concerning Qwest FUSF assessments.	Crenshaw, Stuart L.	0.20	79.00
09-Sep-2003	Discuss with J. Neal issues associated with enhanced service providers and federal universal service fund issues.	Crenshaw, Stuart L.	0.30	118.50
09-Sep-2003	Call with S. Crenshaw regarding USF pass-through provision and implications for managed modem contract.	Neal, Joan E.	0.20	80.00
11-Sep-2003	Address issues of costs remaining in the MCI WorldCom Cure Objection and Amtrak Matters.	Crenshaw, Stuart L.	0.20	79.00
22-Sep-2003	Discuss with W. McCarron issues associated with the discovery deadlines for the MCI WorldCom cure objection.	Crenshaw, Stuart L.	0.20	79.00
22-Sep-2003	Address issues concerning MCI WorldCom discovery deadlines with A. Borggaard.	Crenshaw, Stuart L.	0.10	39.50

MORRISON & FOERSTER^{LLP}048867-0000084
BANKRUPTCYInvoice Number: 4222758
Invoice Date: October 9, 2003

Date	Services	Timekeeper	Hours	Value
22-Sep-2003	Review correspondence with counsel for MCI WorldCom concerning the security deposit in response to Level 3 Communications discovery requests.	Crenshaw, Stuart L.	1.00	395.00
22-Sep-2003	Review correspondence for emails concerning the MCI WorldCom security deposit responsive to the Level 3 Communications' discovery requests.	Crenshaw, Stuart L.	0.50	197.50
22-Sep-2003	Discuss with W. McCarron issues associated with the extension of the discovery deadlines in the MCI WorldCom cure dispute matter.	Crenshaw, Stuart L.	0.20	79.00
22-Sep-2003	Address issues associated with extending the discovery deadlines with MCI WorldCom's counsel, S. Della Fera.	Crenshaw, Stuart L.	0.10	39.50
23-Sep-2003	Discuss with A. Borggaard and C. Tritt issues associated with the Qwest claim for \$8 million in Federal Universal Service Fund charges, and Qwest conflict issues.	Crenshaw, Stuart L.	0.30	118.50
23-Sep-2003	Discuss with A. Borggaard issues associated with the Level 3 discovery requests and the Amtrak rejection claim facts and circumstances.	Crenshaw, Stuart L.	0.20	79.00
23-Sep-2003	Discuss with S. Della Fera issues associated with the resolution of outstanding matters between MCI WorldCom and Genuity, and the application of the post-amendment, pre-petition fees for services rendered under the UUNet Internet Services Agreement.	Crenshaw, Stuart L.	0.40	158.00
23-Sep-2003	Address issues with W. McCarron concerning the MCI WorldCom discovery deadlines.	Crenshaw, Stuart L.	0.10	39.50
23-Sep-2003	Review email and other written correspondence with MCI WorldCom's counsel associated with the MCI WorldCom assertion that the security deposit be applied to the outstanding Genuity indebtedness for services rendered.	Crenshaw, Stuart L.	1.50	592.50
23-Sep-2003	Draft letter to J. Simon of Kirkland & Ellis concerning the email and written correspondence responsive to the Level 3 Communications discovery request.	Crenshaw, Stuart L.	0.50	197.50
23-Sep-2003	Address issues with A. Borggaard concerning the Morrison & Foerster conflicts in representing Genuity adverse to Qwest in a USF dispute.	Crenshaw, Stuart L.	0.10	39.50
23-Sep-2003	Send to A. Borggaard electronic copies of the emails sent to Kirkland & Ellis.	Crenshaw, Stuart L.	0.30	118.50
23-Sep-2003	Communications with S. Crenshaw regarding further extension of MCI Cure dispute procedural stipulation deadlines.	McCarron, William	0.10	37.50

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BANKRUPTCY

Invoice Number: 4222758
Invoice Date: October 9, 2003

Date	Services	Timekeeper	Hours	Value
25-Sep-2003	Call with S. Crenshaw regarding extension of MCI cure dispute procedural deadlines.	McCarron, William	0.10	37.50
26-Sep-2003	Communications with opposing counsel regarding further extension of MCI cure dispute procedural deadlines.	McCarron, William	0.10	37.50
Total: 8	EXECUTORY CONTRACTS/PERSONALTY		17.40	6,858.00
		Total Fees		34,197.50

Timekeeper Summary

Title	Name	Hours	Rate	Value
Partner	Cheryl A. Tritt	1.70	525.00	892.50
Partner	Kenneth W. Irvin	0.50	500.00	250.00
Partner	Larren M. Nashelsky	2.40	625.00	1,500.00
Associate	Jennifer L. Kostyu	0.70	275.00	192.50
Associate	Joseph B. Williams	8.40	250.00	2,100.00
Associate	Stuart L. Crenshaw	19.50	395.00	7,702.50
Associate	Jennifer L. McBrien	2.20	225.00	495.00
Associate	William McCarron	55.00	375.00	20,625.00
Of Counsel	Joan E. Neal	1.10	400.00	440.00
TOTAL		91.50		34,197.50

TASK CODE SUMMARY:

Task Code	Description	Hours	Amount
11	LITIGATION (GENERAL)	13.90	4,366.50
13	REGULATORY MATTERS	1.90	710.00
14	RETENTIONS/FEE MATTERS	19.20	7,402.50
19	OTHER CREDITOR BANKRUPTCY/INSOLVENCY	21.70	8,187.50
6	CASE ADMINISTRATION	17.40	6,673.00
8	EXECUTORY CONTRACTS/PERSONALTY	17.40	6,858.00
	TOTAL	91.50	34,197.50

Disbursement Detail

Date	Description	Value
30-Sep-2003	Postage	6.17
30-Sep-2003	Photocopies	278.20
30-Sep-2003	Long Distance Telephone	89.75
30-Sep-2003	On-line Research - LEXIS	88.19
30-Sep-2003	On-line Research - WESTLAW	51.72
	Total Disbursements	<u>514.03</u>
	Total Amount Due	USD <u><u>34,711.53</u></u>

MORRISON & FOERSTER LLP

ATTORNEYS AT LAW

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Mark P. Hileman
Vice President & Deputy General Counsel
Genuity, Inc.
225 Presidential Way, MS: 27/53A
P.O. Box 4100
Woburn, MA 01888

Taxpayer ID #94-0697210
Invoice Number: 4234041
Invoice Date: November 13, 2003
Client/Matter Number: 048867-0000084

Matter Name: BANKRUPTCY

RE: BANKRUPTCY

For Professional Services Rendered and Disbursements Incurred through October 31, 2003

	<u>U.S.Dollars</u>
Current Fees	46,869.00
Current Disbursements	<u>901.58</u>
Total This Invoice	<u><u>47,770.58</u></u>

Payment may be made by wire transfer to the firm's account

Bank of America – Main Branch San Francisco, CA 94104
Account # 1499401830 - ABA Routing # 121000358

Our billing statements are due and payable within thirty days of receipt. For your convenience, we have included a summary of your account balance on the last page of this invoice.

Billing questions may be directed to our Billing Hotline at (415) 268-6446

048867-0000084
BANKRUPTCYInvoice Number: 4234041
Invoice Date: November 13, 2003**Time Detail**

Date	Services	Timekeeper	Hours	Value
LITIGATION (GENERAL)				
01-Oct-2003	Communications with W. Wilson and opposing counsel regarding settlement of 503 claim against Adelphia.	McCarron, William	0.80	300.00
09-Oct-2003	Review settlement agreement with ABIZ; confer with W. McCarron regarding same.	Irvin, Kenneth W.	0.50	250.00
09-Oct-2003	Draft Adelphia settlement agreement; communications with K. Irvin and D. Moynihan regarding same.	McCarron, William	2.50	937.50
10-Oct-2003	Communications to D. Moynihan and W. Wilson regarding draft Adelphia settlement.	McCarron, William	0.10	37.50
13-Oct-2003	Communications with D. Moynihan, W. Wilson and opposing counsel regarding settlement.	McCarron, William	0.30	112.50
14-Oct-2003	Message to opposing counsel regarding draft settlement.	McCarron, William	0.10	37.50
Total: 11	LITIGATION (GENERAL)		4.30	1,675.00
REGULATORY MATTERS				
02-Oct-2003	Review USAC's bankruptcy claim and discuss with J. Neal.	Kostyu, Jennifer L.	0.40	110.00
02-Oct-2003	Call to M. Hileman regarding obtaining earlier USAC invoices to determine appropriate credits/errors (.1); review proof of claim filed by USAC in bankruptcy court (to match up to USAC invoices) (.2).	Neal, Joan E.	0.30	120.00
06-Oct-2003	Place calls and send emails to USAC staff regarding universal service recent bills received by Genuity Telecom.	Kostyu, Jennifer L.	0.50	137.50
06-Oct-2003	Telephone conference with C. McCuen, S. Galebach regarding regulatory issues raised by Verizon Memorandum of Understanding; discuss same with S. Crenshaw.	Tritt, Cheryl A.	0.80	420.00
07-Oct-2003	Review agreement between Verizon and Genuity for telecommunications services (1.0); discuss dispute between companies with C. Tritt (.30); research the FCC's treatment of waivers of termination liability provisions and ICBs (4.0); discuss same with J. Neal (.20).	Kostyu, Jennifer L.	5.50	1,512.50
07-Oct-2003	Communications with E. Kostyu and C. Tritt regarding Verizon's \$72M claim.	McCarron, William	0.20	75.00
07-Oct-2003	Call with J. Kostyu regarding status of discussions with USAC regarding documentation needed to cease USF invoices going forward and regarding clarification of current outstanding balance.	Neal, Joan E.	0.20	80.00

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Date	Services	Timekeeper	Hours	Value
07-Oct-2003	Call with J. Kostyu regarding status of access pricing flexibility.	Neal, Joan E.	0.20	80.00
07-Oct-2003	Telephone conferences and e-mail exchange with C. McCuen regarding Verizon claim for termination liability (.50); review memorandum of understanding and Genuity position and direct and review J. Kostyu research (1.70); telephone conference with R. Martin - Ropes & Gray regarding Verizon claim (30).	Tritt, Cheryl A.	2.50	1,312.50
08-Oct-2003	Compose email to F. Nieto at NECA and contact USAC legal department regarding USAC discontinuing billing Genuity Telecom (.40); review USAC bill sent by M. Hileman; discuss same with J. Neal (.40).	Kostyu, Jennifer L.	0.80	220.00
08-Oct-2003	Call from M. Hileman regarding remaining USF invoices (.10); call to J. Kostyu regarding USF invoices (.10); draft e-mail to M. Hileman regarding status of USF inquiries (.20); review draft e-mail to USAC regarding clarification of documentation to submit to cease billing going forward (.10).	Neal, Joan E.	0.50	200.00
08-Oct-2003	Prepare for and participate in telephone conference with C. McCuen, S. Galebach regarding Verizon claim regarding termination liability.	Tritt, Cheryl A.	0.70	367.50
09-Oct-2003	Call and email USAC staff for responses to questions about USAC billing.	Kostyu, Jennifer L.	0.30	82.50
14-Oct-2003	Discuss USAC bills with L. Bowling of USAC (.30); email L. Bowling and J. Aylward (USAC legal department) regarding the same (.40).	Kostyu, Jennifer L.	0.60	165.00
15-Oct-2003	Exchange e-mails with J. Kostyu regarding asset sale documentation needed for USAC.	Neal, Joan E.	0.20	80.00
16-Oct-2003	Discuss with C. Tritt and F. Krogh Verizon's claim against Genuity for wrongful termination of contract (.40); research FCC and state treatment of ICB tariffs and whether Verizon filed its agreement with Genuity with the FCC or state commission (1.40); direct T. Pringleton to research the same (.10).	Kostyu, Jennifer L.	1.90	522.50
16-Oct-2003	Review messages and Genuity draft position summary regarding Verizon claim, Verizon/Genuity memorandum of understanding and cases regarding filed rate doctrine (3.0); meet with C. Tritt regarding Verizon claim (.50); telephone conference call with C. McCuen, S. Galebach, M. Szpak and C. Tritt regarding Verizon claim and application of filed rate doctrine to Verizon/Genuity memorandum of understanding (1.20).	Krogh, Frank W.	4.70	1,856.50
16-Oct-2003	Review draft objection to Verizon claim and Verizon/Genuity memorandum of understanding.	Krogh, Frank W.	0.80	316.00
16-Oct-2003	Telephone call with J. Kostyu regarding project to research Verizon Contract Tariff, Verizon Individual Contract Basis Tariff and/or Verizon Individual Carrier Basis Tariff in the states of Massachusetts, New York, Texas and Washington.	Pringleton, Theresa L.	0.10	13.50

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Date	Services	Timekeeper	Hours	Value
16-Oct-2003	Research Verizon Contract Tariff, Verizon Individual Contract Basis Tariff and/or Verizon Individual Carrier Basis Tariff in the state of Washington.	Pringleton, Theresa L.	0.20	27.00
16-Oct-2003	Review filed rate doctrine case (.50); discuss filed rate doctrine with F. Krogh in preparation for participation in conference call with C. McCuen, S. Galebach, Ropes & Gray, F. Krogh to discuss defenses to Verizon claim (1.0); direct J. Kostyu, F. Krogh further research (.50); continue review of documents; review Objection to Verizon claim(1.0).	Tritt, Cheryl A.	3.00	1,575.00
17-Oct-2003	Research Verizon contract tariffs and ICB agreements in NY, MA, Washington, and Texas per J. Kostyu.	Coyle, Caitlin A.	2.00	210.00
17-Oct-2003	Prepare for and participate in call with USAC staff regarding overbilling Genuity (.90); discuss same with J. Neal (.30).	Kostyu, Jennifer L.	1.20	330.00
17-Oct-2003	Discuss with C. Tritt and F. Krogh Verizon's claim against Genuity for wrongful termination of contract (.40); research FCC and state treatment of ICB tariffs and whether Verizon filed its agreement with Genuity with the FCC or state commission (4.60); call with J. Neal to discuss USF bill (.30); calls with T. Pringleton regarding state tariff research (.50).	Kostyu, Jennifer L.	5.80	1,595.00
17-Oct-2003	Review Bell Atlantic/GTE Merger Order conditions; send message to C. Tritt regarding implications of Merger Order conditions for Verizon/Genuity memorandum of understanding and Verizon claim (1.20); review audits of compliance with Merger Order conditions (1.60); telephone call with J. Kostyu regarding filed rate doctrine research and filing of Verizon/Genuity memorandum of understanding as contract tariff with state PUCs (.20); send message to C. Tritt regarding 2002 audit report concerning compliance with Merger Order conditions (.40); meet with C. Tritt and J. Kostyu regarding filed rate doctrine research and defenses to Verizon claim (.50); draft suggested edits to Genuity draft objection to Verizon claim (.90).	Krogh, Frank W.	4.80	1,896.00
17-Oct-2003	Call with J. Kostyu to discuss USF bill clarification issues and status of USAC review of same.	Neal, Joan E.	0.30	120.00
17-Oct-2003	Telephone calls with J. Kostyu regarding tariff research for the states of New York, Massachusetts, Texas and Washington for references of an Individual Carrier Basis agreement/arrangement between Genuity and Verizon.	Pringleton, Theresa L.	0.50	67.50
17-Oct-2003	Telephone call with C. Coyle regarding researching state tariffs for references of an Individual Carrier Basis agreement/arrangement between Genuity and Verizon in the states of New York, Massachusetts, Texas and Washington, via a DSL connection due to the fact that the MORRISON & FOERSTER firewall would not allow research to be perform through the network.	Pringleton, Theresa L.	0.10	13.50

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Date	Services	Timekeeper	Hours	Value
17-Oct-2003	Telephone call with S. Sokol of the New York Department of Public Service regarding Individual Carrier Basis agreement/arrangement between Genuity and Verizon possibly filed in a revision of the Verizon New York tariff.	Pringleton, Theresa L.	0.30	40.50
17-Oct-2003	Telephone call with the Washington Public Service Commission regarding researching Individual Carrier Basis agreement/arrangement between Genuity and Verizon that may have been filed in a tariff revision.	Pringleton, Theresa L.	0.10	13.50
17-Oct-2003	Research Individual Carrier Basis agreement/arrangement between Genuity and Verizon for the states of New York, Massachusetts, Texas and Washington.	Pringleton, Theresa L.	2.00	270.00
17-Oct-2003	Telephone conference with S. Galebach regarding Verizon objection (.50); conference with J. Kostyu, F. Krogh regarding results of research, impact on response to Verizon objection and direct preparation of report to Ropes & Gray (.50).	Tritt, Cheryl A.	1.00	525.00
17-Oct-2003	Telephone conversation with J. Kostyu regarding Verizon agreement (.30); review relevant portions of agreement and Verizon tariffs to determine if the agreement was filed with the California PUC (1.70).	Wand, Mary E.	2.00	840.00
18-Oct-2003	Research FCC and state treatment of ICB tariffs and whether Verizon filed its agreement with Genuity with the FCC or state commission (5.40); draft email for C. Tritt regarding the same (.40).	Kostyu, Jennifer L.	5.80	1,595.00
18-Oct-2003	Review J. Kostyu drafts regarding ICB tariffs and bankruptcy court review of tariffs (.50); review cases regarding filed rate doctrine (1.50); telephone calls with J. Kostyu regarding application of filed rate doctrine by bankruptcy courts (.50); draft suggested edits to Genuity draft objection to Verizon claim and send draft suggested edits to C. Tritt; telephone calls with C. Tritt regarding edits (4.0).	Krogh, Frank W.	6.50	2,567.50
18-Oct-2003	Review and revise draft objections to Verizon claim for service termination fees and direct J. Kostyu, F. Krogh.	Tritt, Cheryl A.	1.50	787.50
20-Oct-2003	Continue researching Verizon contract tariffs and ICB agreements in NY, MA, Texas, and Washington per J. Kostyu (.90); phone call with FCC regarding Verizon contract tariffs (.10).	Coyle, Caitlin A.	1.00	105.00
20-Oct-2003	Discuss with F. Krogh Verizon's claim against Genuity for wrongful termination of contract (.30); research FCC and state treatment of ICB tariffs and whether Verizon filed its agreement with Genuity with the FCC or state commission (1.20).	Kostyu, Jennifer L.	1.50	412.50

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Date	Services	Timekeeper	Hours	Value
20-Oct-2003	Send message to C. Tritt regarding possible request for referral of Merger Order compliance issue to FCC (.50); telephone call with A. Dale regarding Verizon/Genuity memorandum of understanding (.30); meet with C. Tritt and telephone calls with D. Elkind regarding Genuity draft objection to Verizon claim (.70); telephone call with J. Nitsche regarding Verizon tariff filings in connection with Genuity contracts and termination liability issues; send message to C. Tritt regarding discussion with J. Nitsche (.50).	Krogh, Frank W.	2.00	790.00
20-Oct-2003	Review and send e-mail to M. Hileman regarding status of USAC billing issues.	Neal, Joan E.	0.20	80.00
20-Oct-2003	Telephone calls with the Massachusetts Department of Energy and Telecommunications, Texas Public Utility Commission and the Washington Utilities and Transportation Commission regarding ICB arrangement filings with the PSCs.	Pringleton, Theresa L.	0.80	108.00
20-Oct-2003	Multiple telephone conferences with D. Elkind, C. McCuen regarding revisions to and strategy regarding response to Verizon claim (.75); direct J. Kostyu and F. Krogh research regarding Verizon claim and report to D. Elkind, C. McCuen (.75).	Tritt, Cheryl A.	1.50	787.50
20-Oct-2003	Review Verizon intrastate tariffs to determine if Genuity/Verizon agreement was filed with California POC.	Wand, Mary E.	0.50	210.00
21-Oct-2003	Telephone calls with the Massachusetts Department of Telecommunications and Energy, Texas Public Utility Commission and the Washington Transportation and Utility Commission regarding Individual Carrier Base agreements (ICB) (.20); discuss with J. Kostyu (.10).	Pringleton, Theresa L.	0.30	40.50
21-Oct-2003	Document search at the PUC telecom division archives workroom for Verizon advice letters, interconnection agreement and tariff filings (5.0); web-site search of VADI and Verizon California for California tariff filings (1.0).	Roberts, Shannon R.	6.00	570.00
21-Oct-2003	Review Ropes & Gray objection to Verizon claim and direct and review C. Kennedy and S. Crenshaw research.	Tritt, Cheryl A.	1.80	945.00
21-Oct-2003	Discuss tariff research with S. Roberts (.40); review research results and draft message to J. Kostyu regarding same (2.10).	Wand, Mary E.	2.50	1,050.00
22-Oct-2003	Phone call with FCC regarding Verizon Tariff No. 1 (.10); continue researching Verizon contract tariffs (.40).	Coyle, Caitlin A.	0.50	52.50
23-Oct-2003	Telephone call with FCC staffer W. Davenport regarding Verizon/Genuity memorandum of understanding; send message to C. Tritt regarding discussion with W. Davenport.	Krogh, Frank W.	0.30	118.50

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Date	Services	Timekeeper	Hours	Value
27-Oct-2003	Review October bill from USAC (.10); discuss bill with USAC staff (.10); discuss same with J. Neal (.20); draft email for J. Neal to M. Hileman regarding the same (.10).	Kostyu, Jennifer L.	0.50	137.50
27-Oct-2003	Call from J. Kostyu regarding error on new USAC invoice (.10); send e-mail to M. Hileman explaining error on new USAC invoice (.10).	Neal, Joan E.	0.20	80.00
27-Oct-2003	Telephone conference with S. Galebach regarding strategy for opposing claim regarding memorandum of understanding.	Tritt, Cheryl A.	0.50	262.50
28-Oct-2003	Review USAC's billing information (.20); discuss with J. Neal and Y. Dar the documents USAC requested in order to stop billing Genuity for universal charges going forward (.20).	Kostyu, Jennifer L.	0.40	110.00
28-Oct-2003	Review L. Secor and S. Galebach messages regarding filing of Verizon tariffs and filing of Verizon/Genuity memorandum of understanding as contract tariff with state PUCs; send message to C. Tritt regarding L. Secor and S. Galebach messages.	Krogh, Frank W.	1.50	592.50
28-Oct-2003	Call from M. Hileman regarding USAC issues (.20); direct J. Kostyu to contact Skadden to obtain necessary asset sale documents for filing with USAC (.10); draft e-mail to M. Hileman regarding status of USAC issues (.10).	Neal, Joan E.	0.40	160.00
28-Oct-2003	Follow up with E. Fontana (Ropes & Gray) regarding status of filing of motion to relinquish remaining FCC licenses.	Neal, Joan E.	0.10	40.00
28-Oct-2003	Voice mail exchange with S. Galebach regarding Verizon state contract tariffs; review multiple e-mails regarding state filings and direct F. Krogh.	Tritt, Cheryl A.	0.70	367.50
29-Oct-2003	Review USAC's proof of claim that was filed in bankruptcy court (.30); prepare cover letter and file copies of documents requested by USAC in order to stop billing Genuity going forward (.80).	Kostyu, Jennifer L.	1.10	302.50
29-Oct-2003	Review C. Tritt messages regarding L. Secor and S. Galebach messages concerning filing of Verizon tariffs and filing of Verizon/Genuity memorandum of understanding as contract tariff with state PUCs (.20); review Verizon/Genuity memorandum of understanding and Genuity draft objection to Verizon claim (.50); send messages to C. Tritt regarding L. Secor messages (.30); send message to J. Kostyu regarding Verizon/Genuity contract tariff filing in Washington (.20).	Krogh, Frank W.	1.20	474.00
29-Oct-2003	Review and revise cover letter to USAC conveying additional documentation necessary for cessation of universal service invoicing (10); direct J. Kostyu to file additional documentation with USAC (.10)	Neal, Joan E.	0.20	80.00

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Date	Services	Timekeeper	Hours	Value
29-Oct-2003	Telephone conference with S. Galebach regarding memorandum of understanding and multiple e-mails regarding status of tariff filings; conference with F. Krogh regarding same.	Tritt, Cheryl A.	0.60	315.00
30-Oct-2003	Review Form 499Q filed in February 2003 (.20); call with J. Kostyu to discuss 499Q (.10); call to M. Hileman to discuss 499Q and next steps for drafting waiver and filing corrected 499Q (.20).	Neal, Joan E.	0.50	200.00
30-Oct-2003	Telephone conference with S. Galebach regarding discovery issues for Verizon memorandum of opinion dispute.	Tritt, Cheryl A.	0.70	367.50
30-Oct-2003	Telephone conference with M. Wand regarding tariffs and contract issues regarding state filing of memorandum of understanding.	Tritt, Cheryl A.	0.30	157.50
30-Oct-2003	Conference with J. Neal to review universal service miscalculation and discuss strategy for resolving issue with FCC.	Tritt, Cheryl A.	0.50	262.50
30-Oct-2003	Telephone conversation with C. Tritt regarding California regulatory surcharges and Verizon contract.	Wand, Mary E.	0.50	210.00
31-Oct-2003	Review Genuity 499-Q and research how Genuity can seek adjustment of its USF bills (.80); discuss same with J. Neal (.30).	Kostyu, Jennifer L.	1.10	302.50
31-Oct-2003	Call with J. Kostyu to discuss procedure for waiver request for filing corrected Form 499Q.	Neal, Joan E.	0.30	120.00
31-Oct-2003	Voice mail exchange with C. McCuen regarding discovery issues; quick review of materials.	Tritt, Cheryl A.	0.40	210.00
Total: 13	REGULATORY MATTERS		88.90	30,165.00

RETENTIONS/FEE MATTERS

03-Oct-2003	Telephone exchange with C. McCuen regarding issues raised by Memorandum of Understanding with Verizon.	Tritt, Cheryl A.	0.20	105.00
08-Oct-2003	Review and edit prebill for September.	McCarron, William	0.60	225.00
09-Oct-2003	Review file regarding objection deadline and hearing date on second interim fee applications and calendar same.	McCarron, William	0.10	37.50
15-Oct-2003	Confer with J. Schleuter regarding status of fee payments.	McCarron, William	0.10	37.50
16-Oct-2003	Respond to call from B. Masimoto regarding second interim fee application expense detail (.2); communications with J. Schleuter regarding same (.7).	McCarron, William	0.90	337.50
16-Oct-2003	Review U.S. Trustee objection to fee application (.30); discussions with B. McCarron and N. Rosenbaum regarding same (.70).	Nashelsky, Larren M.	1.00	625.00

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Date	Services	Timekeeper	Hours	Value
21-Oct-2003	Review and respond to emails from K. Irvin and W. McCarron regarding hearing on fee application (.30); confer with N. Rosenbaum regarding same (.20).	Nashelsky, Darren M.	0.50	312.50
21-Oct-2003	Review e-mails and prepare for hearing on fee application including review of fee application and notice (.60); conference with L. Nashelsky thereto (.30).	Rosenbaum, Norman S.	0.90	355.50
22-Oct-2003	Confer with N. Rosenbaum regarding fee application hearing.	Nashelsky, Darren M.	0.50	312.50
22-Oct-2003	Prepare for hearing on interim fee application including review of application and exhibits and telephone conference with W. McCarron (.70); travel to court, attend fee application hearing and return travel to office (3.20); conference with L. Nashelsky and e-mails regarding results of hearing (.50)	Rosenbaum, Norman S.	4.40	1,738.00
Total: 14	RETENTIONS/FEE MATTERS		9.20	4,086.00

VENDOR MATTERS

17-Oct-2003	Address issues associated with the stop-payment placed by Verizon Wireless on the payment due to Genuity under the Qwest License Agreement with Verizon Wireless outside counsel.	Crenshaw, Stuart L.	0.20	79.00
20-Oct-2003	Discuss issues associated with the stop-payment placed on funds owed to Genuity under the Qwest License Agreement with C. Schultz of Verizon Wireless.	Crenshaw, Stuart L.	0.30	118.50
20-Oct-2003	Address issues with L. Feng associated with the stop-payment placed on the funds owed to Genuity under the Qwest License Agreement.	Crenshaw, Stuart L.	0.10	39.50
Total: 17	VENDOR MATTERS		0.60	237.00

**OTHER CREDITOR
BANKRUPTCY/INSOLVENCY**

01-Oct-2003	Review WorldCom filings received.	McCarron, William	0.30	112.50
01-Oct-2003	Communications with J. Collen and W. Wilson regarding Starnet's proposed mutual release of claims.	McCarron, William	0.80	300.00
02-Oct-2003	Communications with B. Rydeen, E. Fontana and J. Collen regarding settlement with Starnet and mutual release of claims.	McCarron, William	0.50	187.50
03-Oct-2003	Review WorldCom filings received.	McCarron, William	0.20	75.00
04-Oct-2003	Review Western Integrated claim, proposed plan and disclosure statement.	McCarron, William	0.50	187.50
04-Oct-2003	Review Starnet settlement motion with other creditor.	McCarron, William	0.20	75.00
06-Oct-2003	Review various creditor-side bankruptcy filings received.	McCarron, William	0.40	150.00

MORRISON & FOERSTER LLP

048867-0000084
BANKRUPTCY

Invoice Number: 4234041
Invoice Date: November 13, 2003

Date	Services	Timekeeper	Hours	Value
06-Oct-2003	Letter to D. Moynihan regarding claim against Western Integrated and debtors' proposed plan.	McCarron, William	0.30	112.50
06-Oct-2003	Review hearing agenda reflecting adjournment of Verado 503 claim objection pending settlement discussions.	McCarron, William	0.10	37.50
08-Oct-2003	Review WorldCom Filings received.	McCarron, William	0.20	75.00
09-Oct-2003	Review various creditor-side filings received.	McCarron, William	0.20	75.00
10-Oct-2003	Review WorldCom filings received.	McCarron, William	0.10	37.50
12-Oct-2003	Review WorldCom filings received.	McCarron, William	0.20	75.00
13-Oct-2003	Review WorldCom filings received.	McCarron, William	0.10	37.50
14-Oct-2003	Review various creditor-side bankruptcy filings received.	McCarron, William	0.60	225.00
14-Oct-2003	Review debtor Worldwide Wireless' proposed plan and disclosure statement (.4); letter to D. Moynihan regarding same (.1).	McCarron, William	0.50	187.50
15-Oct-2003	Complete letter to D. Moynihan regarding WorldWide Wireless proposed plan and claim.	McCarron, William	0.10	37.50
15-Oct-2003	Review and revise Starnet's draft settlement agreement; e-mail to D. Moynihan and others regarding same.	McCarron, William	2.70	1,012.50
16-Oct-2003	E-mail to W. Wilson regarding filed claim against Recoton.	McCarron, William	0.10	37.50
16-Oct-2003	Review WorldCom filings received.	McCarron, William	0.20	75.00
Total: 19	OTHER CREDITOR BANKRUPTCY/INSOLVENCY		8.30	3,112.50

CASE ADMINISTRATION

02-Oct-2003	File and forward press inquiry regarding disclosure statement hearing to R. Martin.	McCarron, William	0.20	75.00
09-Oct-2003	Review article regarding disclosure statement approval and confirmation hearing.	McCarron, William	0.10	37.50
15-Oct-2003	Review and respond to query from E. Fontana regarding PSInet bankruptcy.	McCarron, William	0.10	37.50
Total: 6	CASE ADMINISTRATION		0.40	150.00

EXECUTORY CONTRACTS/PERSONALTY

02-Oct-2003	Review memo summarizing status of MCI cure dispute (.3); call to S. Crenshaw regarding same (.2).	McCarron, William	0.50	187.50
03-Oct-2003	Confer with S. Crenshaw regarding MCI cure dispute negotiations.	McCarron, William	0.10	37.50
06-Oct-2003	Call with S. Crenshaw regarding status of MCI cure dispute and further extending stipulation procedural deadlines.	McCarron, William	0.20	75.00

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Invoice Number: 4234041
Invoice Date: November 13, 2003

Date	Services	Timekeeper	Hours	Value
09-Oct-2003	Discuss with L. Feng issues associated with the Amtrak and MCI WorldCom rejection damages claims.	Crenshaw, Stuart L.	1.00	395.00
10-Oct-2003	Call with S. Crenshaw regarding MCI cure dispute status.	McCarron, William	0.20	75.00
12-Oct-2003	Communications with S. Crenshaw and A. Borggaard regarding MCI cure dispute.	McCarron, William	0.10	37.50
17-Oct-2003	Address issues associated with the extension of discovery deadlines in the MCI WorldCom Stipulation with S. Della Fera, counsel for MCI WorldCom.	Crenshaw, Stuart L.	0.50	197.50
20-Oct-2003	Review the rejection damages claim filed by Amtrak and review the Amtrak IRU Agreement.	Crenshaw, Stuart L.	1.00	395.00
20-Oct-2003	Address issues with L. Feng concerning the rejection damages claims of Amtrak and of MCI WorldCom.	Crenshaw, Stuart L.	0.10	39.50
21-Oct-2003	Review the Amtrak Dark Fiber IRU and SONET Capacity Agreement in connection with the \$38 million rejection damages claim filed by Amtrak.	Crenshaw, Stuart L.	4.70	1,856.50
21-Oct-2003	Review tariff information on Verizon Advanced Data Inc. web site in response to inquiry by C. McCuen and C. Tritt related to the draft Objection to Verizon's Proof of Claim.	Crenshaw, Stuart L.	1.50	592.50
21-Oct-2003	Review the draft Objection to the Verizon Proof of Claim in response to the inquiry by C. McCuen and C. Tritt.	Crenshaw, Stuart L.	0.40	158.00
21-Oct-2003	Review Master Wholesale ISP DSL Agreement between GTE.Net LLC and Genuity Solutions and summarize important aspects of the contract for C. Tritt.	Crenshaw, Stuart L.	1.50	592.50
21-Oct-2003	Address various bankruptcy issues with W. McCarron arising from the rejection damages claim filed by Amtrak.	Crenshaw, Stuart L.	0.40	158.00
21-Oct-2003	Review bankruptcy code concerning Amtrak's claim that its damages are not limited by 11 U.S.C. 502(b)(6).	Crenshaw, Stuart L.	0.50	197.50
21-Oct-2003	Discuss with C. Tritt issues arising from the Verizon Proof of Claim Objection and the various contracts and recoupment issues raised by C. McCuen.	Crenshaw, Stuart L.	0.20	79.00
22-Oct-2003	Review summary of rejection damages claim filed by Amtrak in relation to the Dark Fiber IRU and SONET Capacity Agreement.	Crenshaw, Stuart L.	0.50	197.50
22-Oct-2003	Discuss with L. Feng issues associated with the Amtrak Rejection Damages claim.	Crenshaw, Stuart L.	1.50	592.50
27-Oct-2003	Address issues related to the payment under the Qwest License Agreement with C. Schultz of Verizon Wireless.	Crenshaw, Stuart L.	0.10	39.50
28-Oct-2003	Address issues related to the payment under the Qwest License Agreement with L. Feng.	Crenshaw, Stuart L.	0.10	39.50
29-Oct-2003	Discuss status of the MCI Cure Dispute issues with W. McCarron.	Crenshaw, Stuart L.	0.20	79.00

MORRISON & FOERSTER LLP

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BANKRUPTCY

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Invoice Date: November 13, 2003

Date	Services	Timekeeper	Hours	Value
29-Oct-2003	Address issues associated with the Amtrak rejection damages claim with L. Feng of Genuity and P. Weber of Level 3 Communications.	Crenshaw, Stuart L.	0.30	118.50
29-Oct-2003	Address issues associated with the conflict of interest in representing Genuity in a litigation matter adverse to Amtrak with J. Vassiliades.	Crenshaw, Stuart L.	0.20	79.00
29-Oct-2003	Summarize issues associated with the MCI cure objection dispute for A. Borggaard.	Crenshaw, Stuart L.	0.50	197.50
30-Oct-2003	Prepare to attend a conference call with A. Borggaard, representatives of Ropes & Gray and representatives of Alix Partners concerning the MCI Cure Objection status.	Crenshaw, Stuart L.	1.00	395.00
30-Oct-2003	Attend and participate in the conference call with representatives of Genuity, Alix Partners and Ropes & Gray concerning various cure objections, including the MCI cure objection.	Crenshaw, Stuart L.	0.50	197.50
30-Oct-2003	Address UUNet Rejection Damages matters with W. McCarron.	Crenshaw, Stuart L.	0.20	79.00
30-Oct-2003	Review MCI administrative claim and address related issues with F. Dye of Genuity.	Crenshaw, Stuart L.	0.60	237.00
31-Oct-2003	Draft letter to L. Feng concerning the issued check from Verizon Wireless.	Crenshaw, Stuart L.	0.30	118.50
Total: 8	EXECUTORY CONTRACTS/PERSONALTY		18.90	7,443.50
		Total Fees		46,869.00

Timekeeper Summary

Title	Name	Hours	Rate	Value
Partner	Cheryl A. Tritt	16.70	525.00	8,767.50
Partner	Kenneth W. Irvin	0.50	500.00	250.00
Partner	Larren M. Nashelsky	2.00	625.00	1,250.00
Associate	Jennifer L. Kostyu	27.40	275.00	7,535.00
Associate	Stuart L. Crenshaw	18.40	395.00	7,268.00
Associate	William McCarron	15.50	375.00	5,812.50
Associate	Norman S. Rosenbaum	5.30	395.00	2,093.50
Of Counsel	Mary E. Wand	5.50	420.00	2,310.00
Of Counsel	Joan E. Neal	3.60	400.00	1,440.00
Of Counsel	Frank W. Krogh	21.80	395.00	8,611.00
Legal Assistant	Theresa L. Pringleton	4.40	135.00	594.00
Legal Assistant	Caitlin A. Coyle	3.50	105.00	367.50
Document Clerk	Shannon R. Roberts	6.00	95.00	570.00
TOTAL		130.60		46,869.00

TASK CODE SUMMARY:

Task Code	Description	Hours	Amount
11	LITIGATION (GENERAL)	4.30	1,675.00
13	REGULATORY MATTERS	88.90	30,165.00
14	RETENTIONS/FEE MATTERS	9.20	4,086.00
17	VENDOR MATTERS	0.60	237.00
19	OTHER CREDITOR BANKRUPTCY/INSOLVENCY	8.30	3,112.50
6	CASE ADMINISTRATION	0.40	150.00
8	EXECUTORY CONTRACTS/PERSONALTY	18.90	7,443.50
	TOTAL	130.60	46,869.00

Disbursement Detail

Date	Description	Value
31-Oct-2003	Photocopies	202.00
31-Oct-2003	Long Distance Telephone	94.54
31-Oct-2003	Fax	103.75
31-Oct-2003	Air Freight	82.33
31-Oct-2003	On-line Research - LEXIS	186.79
31-Oct-2003	On-line Research - OTHER DATABASE	66.78
21-Oct-2003	Travel - (PETTY CASH) - S. Roberts, To the CPUC Telecom Division for copies of Verizon tariff sheets and advice letters document search. RQ 457536	20.00
17-Oct-2003	Document Retrieval Service - VENDOR:PACER SERVICE CENTER Research for William McCarron.	0.07
17-Oct-2003	Document Retrieval Service - VENDOR:PACER SERVICE CENTER Research for William McCarron.	0.77
17-Oct-2003	Document Retrieval Service - VENDOR:PACER SERVICE CENTER Research for Judy Jackson.	11.27
17-Oct-2003	Document Retrieval Service - VENDOR:PACER SERVICE CENTER Research for William McCarron.	1.33
17-Oct-2003	Document Retrieval Service - VENDOR:PACER SERVICE CENTER Research for Judy Jackson.	5.53
17-Oct-2003	Document Retrieval Service - VENDOR:PACER SERVICE CENTER Research for Jennifer Richter.	63.63
17-Oct-2003	Document Retrieval Service - VENDOR:PACER SERVICE CENTER Research for William McCarron.	62.79
	Total Disbursements	<u>901.58</u>
	Total Amount Due	USD <u><u>47,770.58</u></u>

MORRISON & FOERSTER LLP

ATTORNEYS AT LAW

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Andrew P. Borggaard
Chief Liquidating Officer & General Counsel
GLT Liquidating Trust
400 Unicorn Park
Woburn, MA 01801

Taxpayer ID #94-0697210
Invoice Number: 4242866
Invoice Date: December 5, 2003

Client/Matter Number: 048867-0000084

Matter Name: BANKRUPTCY

RE: BANKRUPTCY

For Professional Services Rendered and Disbursements Incurred through November 30, 2003

	<u>U.S.Dollars</u>
Current Fees	40,865.75
Current Disbursements	<u>3,199.49</u>
Total This Invoice	<u><u>44,065.24</u></u>

Payment may be made by wire transfer to the firm's account

Bank of America – Main Branch San Francisco, CA 94104
Account # 1499401830 - ABA Routing # 121000358

Our billing statements are due and payable within thirty days of receipt. For your convenience, we have included a summary of your account balance on the last page of this invoice.

Billing questions may be directed to our Billing Hotline at (415) 268-6446

048867-0000084
BANKRUPTCYInvoice Number: 4242866
Invoice Date: December 5, 2003**Time Detail**

Date	Services	Timekeeper	Hours	Value
GENERAL CORPORATE ADVICE				
03-Nov-2003	Perform background research on Verizon Advanced Data, Inc. (.50); perform background research on Verizon On-Line (.80).	Levi, Jonathan P.	1.30	279.50
13-Nov-2003	Discussion with N. Rosenbaum regarding MCI research (.10); discussion with N. Rosenbaum regarding StarNet settlement motion (.10); review emails regarding MCI research (.20); draft StarNet settlement motion and related notice (2.90).	McBrien, Jennifer L.	3.30	742.50
14-Nov-2003	Research Genuity's obligations to cure under Worldcom Service Agreement (5.50); phone call and emails with S. Crenshaw regarding same (.20); discussion with N. Rosenbaum regarding same (.10); revise StarNet settlement motion (.20); prepare related notice and proposed order (.30); revise same (.10); prepare affidavit of service (.20); phone call with W. McCarron regarding filing of StarNet settlement motion (.10); phone call with E. Fontana regarding service of same (.10).	McBrien, Jennifer L.	6.90	1,552.50
17-Nov-2003	Revise Starnet settlement motion (1.40); file and serve same (.90); discussion with N. Rosenbaum regarding Worldcom research (.20); email to S. Crenshaw, W. McCarron, N. Rosenbaum and L. Nashelsky regarding same (.30).	McBrien, Jennifer L.	2.80	630.00
20-Nov-2003	Review emails regarding filing of settlement agreement with Adelphia.	McBrien, Jennifer L.	0.10	22.50
Total: 1	GENERAL CORPORATE ADVICE		14.40	3,227.00
LITIGATION (GENERAL)				
20-Oct-2003	Review e-mail from T. Romine regarding Adelphia's proposed revisions to settlement agreement (.2); e-mail to W. Wilson regarding same (.1).	McCarron, William	0.30	112.50
21-Oct-2003	Calls with W. Wilson a and T. Romine of Adelphia regarding 503 claim settlement discussions (.4); revise draft settlement and circulate same among opposing counsel (.8).	McCarron, William	1.20	450.00
23-Oct-2003	E-mail to Adelphia bankruptcy counsel seeking confirmation that its pending administrative claims bar date motion will not apply to Genuity (.1); review hearing agenda regarding Genuity's 503 motion (.1).	McCarron, William	0.20	75.00
28-Oct-2003	Communications with L. Davis and T. Romine regarding settlement status (.4); call to W. Wilson regarding same (.1).	McCarron, William	0.50	187.50

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Invoice Date: December 5, 2003

Date	Services	Timekeeper	Hours	Value
29-Oct-2003	Review and revise Adelphia's version of settlement agreement (.3); communications with W. Wilson and D. Moynihan regarding same (.1); review Adelphia filings received (.1).	McCarron, William	0.50	187.50
30-Oct-2003	Communications with W. Wilson and D. Moynihan regarding Adelphia settlement.	McCarron, William	0.40	150.00
31-Oct-2003	Communications with D. Moynihan, W. Wilson and opposing counsel regarding Adelphia settlement.	McCarron, William	0.60	225.00
03-Nov-2003	Review modifications to the Settlement Agreement and Mutual Release with Indiana Michigan Power Company d/b/a AEP, and revise Settlement Agreement accordingly.	Crenshaw, Stuart L.	0.50	197.50
07-Nov-2003	Communications with Adelphia's counsel regarding settlement.	McCarron, William	0.10	37.50
10-Nov-2003	Communications with opposing counsel regarding Adelphia settlement.	McCarron, William	0.10	37.50
11-Nov-2003	Review Adelphia Business Solutions plan and disclosure statement regarding treatment of 503 claim and general unsecured claim (.5); letter to D. Moynihan regarding same (.2); e-mail to debtors' counsel requesting ballot (.1).	McCarron, William	0.80	300.00
12-Nov-2003	Confer with S. Crenshaw regarding litigation issues between MCI and Genuity; review correspondence regarding same.	Irvin, Kenneth W.	0.30	150.00
12-Nov-2003	Phone call with W. McCarron regarding research issues; review emails regarding same.	McBrien, Jennifer L.	0.10	22.50
13-Nov-2003	Communications with opposing counsel regarding Adelphia settlement.	McCarron, William	0.10	37.50
15-Nov-2003	Communications with opposing counsel regarding Adelphia settlement.	McCarron, William	0.20	75.00
18-Nov-2003	Communications with opposing counsel regarding additional changes proposed by them to Adelphia settlement agreement.	McCarron, William	0.40	150.00
19-Nov-2003	Review proposed revisions by opposing counsel to Adelphia settlement (.4); incorporate proposed revisions and further revise settlement (.7); communications with counsel and A. Borggaard regarding same (.5).	McCarron, William	1.60	600.00
25-Nov-2003	Communications with Adelphia counsel regarding settlement status.	McCarron, William	0.10	37.50
Total: 11	LITIGATION (GENERAL)		8.00	3,032.50

REGULATORY MATTERS

03-Nov-2003	Discuss request for waiver to file a revised Form 499-Q out of time with C. Tritt and J. Neal.	Kostyu, Jennifer L.	0.50	137.50
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Date	Services	Timekeeper	Hours	Value
03-Nov-2003	Call from M. Hileman regarding specific instructions for revising Form 499Q from February 2003; direct C. Coyle to pull form and instructions for that quarter and forward same to M. Hileman.	Neal, Joan E.	0.20	80.00
03-Nov-2003	Calls with C. Tritt regarding old memorandum on Verizon separate affiliate requirements and timing of reintegration.	Neal, Joan E.	0.20	80.00
03-Nov-2003	Research regarding Verizon separate affiliate requirements.	Neal, Joan E.	0.50	200.00
03-Nov-2003	Conference call with C. Tritt and J. Kostyu regarding strategy for waiver petition and approaching USAC regarding same.	Neal, Joan E.	0.50	200.00
03-Nov-2003	Review and research Genuity objection to Verizon recoupment argument; telephone conference with C. McCuen, Ropes & Gray to discuss edits to objection and regulatory issues.	Tritt, Cheryl A.	1.50	787.50
03-Nov-2003	Telephone conference with J. Neal, J. Kostyu regarding approach to be taken to correct FCC universal service filings and direct next steps.	Tritt, Cheryl A.	0.50	262.50
04-Nov-2003	Discuss with J. Neal Genuity's request to waive filing deadline to file a revised Form 499-Q out of time.	Kostyu, Jennifer L.	0.20	55.00
04-Nov-2003	Email staff at the Universal Service Administrative Company and its attorney to set up a conference call regarding Genuity's waiver request.	Kostyu, Jennifer L.	0.10	27.50
04-Nov-2003	Research FCC decisions regarding waivers of the filing deadline for Form 499-Qs.	Kostyu, Jennifer L.	1.10	302.50
04-Nov-2003	Call with B. Rydeen (Alix Partners) to discuss necessary information for amended Form 499Q.	Neal, Joan E.	0.20	80.00
04-Nov-2003	Call with J. Kostyu to direct drafting of waiver request for amending Form 499Q.	Neal, Joan E.	0.20	80.00
04-Nov-2003	Schedule conference call with M. Hileman and B. Rydeen for entry-by-entry review of all 2003 USAC bills.	Neal, Joan E.	0.10	40.00
04-Nov-2003	Exchange e-mails with USAC staff and counsel to schedule meeting to discuss waiver request.	Neal, Joan E.	0.10	40.00
04-Nov-2003	Research any tariffs filed by Verizon Advanced Data, Inc.	Pringleton, Theresa L.	0.50	67.50
05-Nov-2003	Research and draft request for waiver of the deadline to file a revised Form 499-Q.	Kostyu, Jennifer L.	5.70	1,567.50
05-Nov-2003	Discuss with J. Neal request for waiver of the deadline to file a revised Form 499-Q.	Kostyu, Jennifer L.	0.10	27.50
05-Nov-2003	Call from J. Kostyu regarding request from USAC for customer discontinuance letter.	Neal, Joan E.	0.10	40.00
06-Nov-2003	Research and draft request for waiver of the deadline to file a revised Form 499-Q.	Kostyu, Jennifer L.	7.20	1,980.00

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Date	Services	Timekeeper	Hours	Value
06-Nov-2003	Discuss request for waiver of the deadline to file a revised Form 499-Q with J. Neal.	Kostyu, Jennifer L.	0.20	55.00
06-Nov-2003	Discuss request for waiver of the deadline to file a revised Form 499-Q and USAC's administrative claim with W. McCarron.	Kostyu, Jennifer L.	0.20	55.00
06-Nov-2003	Confer with J. Kostyu regarding USAC administrative expense claim dispute.	McCarron, William	0.20	75.00
06-Nov-2003	Call from J. Kostyu regarding questions on drafting of waiver to amend Form 499Q.	Neal, Joan E.	0.30	120.00
06-Nov-2003	Schedule conference call with USAC to discuss Genuity 499Q correction waiver.	Neal, Joan E.	0.10	40.00
07-Nov-2003	Discuss revisions to request for waiver of the deadline to file a revised Form 499-Q with J. Neal.	Kostyu, Jennifer L.	0.30	82.50
07-Nov-2003	Research and revise request for waiver of the deadline to file a revised Form 499-Q.	Kostyu, Jennifer L.	3.40	935.00
07-Nov-2003	Review draft request for waiver of deadline for correcting Form 499Q.	Neal, Joan E.	1.00	400.00
07-Nov-2003	Call with J. Kostyu to discuss revisions to draft request for waiver of deadline for amending Form 499Q.	Neal, Joan E.	0.30	120.00
10-Nov-2003	Review C. Tritt's edits to request for waiver of the deadline to file a revised Form 499-Q.	Kostyu, Jennifer L.	0.20	55.00
10-Nov-2003	Review revised revenue data from B. Rydeen for revised Form 499Q.	Neal, Joan E.	0.10	40.00
10-Nov-2003	Cite-check Request for Waiver in the Federal-State Joint Board on Universal Service proceeding: locate and confirm accuracy of all case citations, locate and confirm all references to record; check accuracy of all quotes, Lexis and Westlaw research for case citation confirmation, establish and make consistent short citation forms; correct citation errors, add pinpoint cites, revise citations according to Bluebook form.	Pringleton, Theresa L.	1.80	243.00
10-Nov-2003	Telephone call with J. Kostyu regarding cite-check of Request for Waiver.	Pringleton, Theresa L.	0.10	13.50
10-Nov-2003	Telephone conference with S. Galebach to discuss proper regulatory classification for managed modems and other information services.	Tritt, Cheryl A.	0.40	210.00
10-Nov-2003	Review and revise FCC waiver request and direct J. Kostyu, J. Neal.	Tritt, Cheryl A.	0.80	420.00
11-Nov-2003	Review and revise request for waiver of the deadline to file a revised Form 499-Q.	Kostyu, Jennifer L.	3.10	852.50
11-Nov-2003	Discuss with J. Neal USAC's prior invoices in preparation for call with M. Hileman and B. Rydeen.	Kostyu, Jennifer L.	0.50	137.50
11-Nov-2003	Discuss with J. Neal C. Tritt's edits to waiver request.	Kostyu, Jennifer L.	0.40	110.00
11-Nov-2003	Review edits and questions from C. Tritt regarding draft waiver filing for Form 499Q/USAC invoices.	Neal, Joan E.	0.30	120.00

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Date	Services	Timekeeper	Hours	Value
11-Nov-2003	Calls with J. Kostyu to review C. Tritt's edits/questions on draft waiver request.	Neal, Joan E.	0.40	160.00
11-Nov-2003	Review and revise further draft of waiver request regarding Form 499/USF invoices.	Neal, Joan E.	0.50	200.00
11-Nov-2003	Call with J. Kostyu to review past year's USAC invoices to clarify understanding of all entries (in preparation for call with M. Hileman and B. Rydeen).	Neal, Joan E.	0.50	200.00
11-Nov-2003	Review and revise FCC waiver petition and direct J. Kostyu.	Tritt, Cheryl A.	0.60	315.00
12-Nov-2003	Call with M. Hileman, B. Rydeen and J. Neal regarding waiver request and inaccuracies in USAC's universal service bills.	Kostyu, Jennifer L.	1.00	275.00
12-Nov-2003	Revise request for waiver of the deadline to file a revised Form 499-Q.	Kostyu, Jennifer L.	0.90	247.50
12-Nov-2003	Discuss request for waiver of the deadline to file a revised Form 499-Q with J. Neal.	Kostyu, Jennifer L.	0.10	27.50
12-Nov-2003	Conference call with M. Hileman, B. Rydeen and J. Kostyu regarding draft waiver request and entry-by-entry review of last year's USAC invoices to clarify inaccuracies.	Neal, Joan E.	1.00	400.00
12-Nov-2003	Review and revise draft waiver incorporating edits from M. Hileman and B. Rydeen and direct J. Kostyu to distribute same for final review and cite-checking.	Neal, Joan E.	0.20	80.00
12-Nov-2003	Prepare service list for the Request for Waiver in the Federal-State Joint Board on Universal Service proceeding (CC Docket No. 96-45).	Pringleton, Theresa L.	0.30	40.50
13-Nov-2003	Discuss with C. Tritt and J. Neal Genuity's request for waiver.	Kostyu, Jennifer L.	0.20	55.00
13-Nov-2003	Discuss waiver request filing with J. Neal.	Kostyu, Jennifer L.	0.10	27.50
13-Nov-2003	Prepare for and participate in conference call with H. Laudenberger (USAC) and M. Schein (USAC's outside counsel) concerning inaccuracies in Genuity's Form 499-Q and its intent to seek a waiver of the deadline to file a revised Form 499-Q.	Kostyu, Jennifer L.	0.50	137.50
13-Nov-2003	File request for waiver of the deadline to file a revised Form 499-Q and email copies of filing to FCC staff.	Kostyu, Jennifer L.	0.50	137.50
13-Nov-2003	Calls with C. Tritt and J. Kostyu regarding calls to appropriate FCC staff regarding today's waiver filing.	Neal, Joan E.	0.20	80.00
13-Nov-2003	Conference call with J. Kostyu, H. Laudenberger (USAC billing) and M. Schein (USAC outside counsel) regarding waiver filing and related issues.	Neal, Joan E.	0.30	120.00
13-Nov-2003	File Request for Waiver in the Federal-State Joint Board on Universal Service proceeding (CC Docket No. 96-45).	Pringleton, Theresa L.	0.20	27.00

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BANKRUPTCYInvoice Number: 4242866
Invoice Date: December 5, 2003

Date	Services	Timekeeper	Hours	Value
13-Nov-2003	Telephone call with J. Kostyu regarding filing of Request for Waiver in the Federal-State Joint Board proceeding (CC Docket No. 96-45).	Pringleton, Theresa L.	0.10	13.50
13-Nov-2003	Telephone conference with D. Elkind regarding preparation for Verizon deposition and direct F. Krogh preparation of memorandum.	Tritt, Cheryl A.	0.50	262.50
13-Nov-2003	Conference with J. Neal, J. Kostyu regarding processing of Genuity USF waiver.	Tritt, Cheryl A.	0.50	262.50
14-Nov-2003	Telephone calls with C. Tritt and J. Levi regarding waiver procedure, tariff waiver special permission procedure and J. Levi research concerning waiver of tariffed termination liabilities.	Krogh, Frank W.	1.50	592.50
14-Nov-2003	Direct preparation of memorandum for D. Elkind regarding FCC procedure; call to E. Einhorn - FCC - regarding USF waiver.	Tritt, Cheryl A.	0.40	210.00
16-Nov-2003	Send messages to P. Pham and J. Levi regarding waiver of tariffed early termination charges.	Krogh, Frank W.	0.30	118.50
17-Nov-2003	Contact D. Hsu at the FCC regarding Genuity's request for waiver of the deadline to file a revised Form 499-Q.	Kostyu, Jennifer L.	0.10	27.50
17-Nov-2003	Telephone calls with C. Tritt and J. Levi regarding impact of tariff amendment on previously incurred early termination charges.	Krogh, Frank W.	0.30	118.50
17-Nov-2003	Call with J. Kostyu regarding receipt and processing of waiver request.	Neal, Joan E.	0.10	40.00
17-Nov-2003	Voice mail exchange with FCC staff regarding status of waiver petition; direct J. Kostyu.	Tritt, Cheryl A.	0.30	157.50
18-Nov-2003	Exchange e-mails with B. Rydeen (Alix Partners) regarding revenue true-ups for other USF reporting periods.	Neal, Joan E.	0.20	80.00
19-Nov-2003	Email H. Laudemberger at USAC regarding obtaining a copy of Genuity's 2003 Form 499-A.	Kostyu, Jennifer L.	0.10	27.50
20-Nov-2003	Review Form 499-A received from H. Laudemberger at USAC and forward to M. Hileman and B. Rydeen.	Kostyu, Jennifer L.	0.10	27.50
24-Nov-2003	Discuss with M. Schein, counsel to USAC, confirming Genuity's correct revenue information and revised contribution amounts in order to get the parties to the point that they can agree on an amount for settlement of USAC's claim in bankruptcy.	Kostyu, Jennifer L.	0.20	55.00
24-Nov-2003	Discuss with J. Neal USAC's offer to confirm Genuity's correct revenue information and revised contribution amounts in order to get the parties to the point that they can agree on an amount for settlement of USAC's claim in bankruptcy.	Kostyu, Jennifer L.	0.20	55.00
24-Nov-2003	Call from J. Kostyu regarding USAC suggestion for moving ahead with revised Form 499Q while awaiting waiver action.	Neal, Joan E.	0.20	80.00

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Date	Services	Timekeeper	Hours	Value
24-Nov-2003	Call with B. Rydeen regarding scheduling of conference call to review USAC's proposal for moving forward with settlement of bankruptcy claim amount.	Neal, Joan E.	0.10	40.00
25-Nov-2003	Discuss with M. Hileman, B. Rydeen and J. Neal confirming Genuity's correct revenue information and revised contribution amounts with USAC in order to get the parties to the point that they can agree on an amount for settlement of USAC's claim in bankruptcy.	Kostyu, Jennifer L.	0.30	82.50
25-Nov-2003	Email M. Schein and B. Rydeen regarding discussions between Genuity and USAC to confirm Genuity's correct revenue information and revised contribution amounts.	Kostyu, Jennifer L.	0.20	55.00
25-Nov-2003	Conference call with M. Hileman, B. Rydeen and J. Kostyu regarding how to proceed with discussions with USAC to confirm appropriate revenues and contribution amounts.	Neal, Joan E.	0.30	120.00
Total: 13	REGULATORY MATTERS		46.70	15,094.50

RETENTIONS/FEE MATTERS

17-Oct-2003	Confer with J. Schleuter regarding responding to US Trustee's queries regarding expenses.	McCarron, William	0.10	37.50
21-Oct-2003	Communications with B. Masumoto and N. Rosenbaum regarding second interim fee application.	McCarron, William	0.60	225.00
22-Oct-2003	Call with N. Rosenbaum regarding fee application hearing.	McCarron, William	0.30	112.50
30-Oct-2003	Communications with K. Irvin and J. Schleuter regarding outstanding fees and expenses.	McCarron, William	0.20	75.00
31-Oct-2003	Communications with K. Irvin and C. Tritt regarding outstanding fees.	McCarron, William	0.10	37.50
07-Nov-2003	Review spreadsheet of outstanding fees due (.1); call J. Schleuter and D. Moynihan regarding same (.1).	McCarron, William	0.20	75.00
10-Nov-2003	Review and respond to e-mail from E. Fiorella regarding outstanding fees due.	McCarron, William	0.20	75.00
12-Nov-2003	Communications regarding payment of approved, outstanding fees.	McCarron, William	0.40	150.00
13-Nov-2003	Confer with J. Schleuter regarding status of payment of approved fees.	McCarron, William	0.10	37.50
17-Nov-2003	Confer with J. Schleuter regarding payment of approved, outstanding fees and expenses.	McCarron, William	0.10	37.50
30-Nov-2003	Review and edit prebill for 11/03.	McCarron, William	0.70	262.50
Total: 14	RETENTIONS/FEE MATTERS		3.00	1,125.00

**OTHER CREDITOR
BANKRUPTCY/INSOLVENCY**

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Date	Services	Timekeeper	Hours	Value
18-Oct-2003	Review WorldCom filings received.	McCarron, William	0.10	37.50
20-Oct-2003	Review WorldCom filings received.	McCarron, William	0.10	37.50
20-Oct-2003	Call with D. Cutlan regarding Starnet settlement.	McCarron, William	0.10	37.50
21-Oct-2003	Review e-mail from B. Rydeen regarding proposed revisions to Starnet draft settlement (.2); forward same to Starnet's counsel (.1).	McCarron, William	0.30	112.50
21-Oct-2003	Confer with S. Crenshaw regarding Amtrak's rejection claim.	McCarron, William	0.30	112.50
21-Oct-2003	Review file regarding CTC claim in respect of proposed plan.	McCarron, William	0.20	75.00
22-Oct-2003	Review WorldCom filings received.	McCarron, William	0.20	75.00
22-Oct-2003	Review CTC Communications plan and disclosure statement (.5); letter to D. Moynihan regarding same (.4).	McCarron, William	0.90	337.50
23-Oct-2003	Review various creditor-side bankruptcy filings received.	McCarron, William	0.30	112.50
23-Oct-2003	Review and summarize notice of WorldCom plan amendments in e-mail to D. Moynihan (.5); review additions to plan supplement adding contracts to be rejected (.3).	McCarron, William	0.80	300.00
24-Oct-2003	Review various creditor side bankruptcy filings received.	McCarron, William	0.20	75.00
24-Oct-2003	Calls to D. Moynihan and D. Cutlan, Starnet's counsel, regarding proposed settlement	McCarron, William	0.20	75.00
25-Oct-2003	Review various creditor-side filings received.	McCarron, William	0.50	187.50
27-Oct-2003	Review WorldCom filings received.	McCarron, William	0.20	75.00
27-Oct-2003	Call with D. Cutlan regarding draft settlement agreement with StarNet.	McCarron, William	0.10	37.50
27-Oct-2003	E-mail to D. Moynihan attaching file-stamped Recoton proof of claim.	McCarron, William	0.10	37.50
28-Oct-2003	Review various creditor-side bankruptcy filings received.	McCarron, William	0.20	75.00
28-Oct-2003	Communications with D. Cutlan and D. Moynihan regarding draft Starnet settlement.	McCarron, William	0.40	150.00
29-Oct-2003	Review various creditor-side bankruptcy filings received.	McCarron, William	0.30	112.50
29-Oct-2003	Communications with B. Rydeen regarding settlement with Starnet.	McCarron, William	0.10	37.50
30-Oct-2003	Review WorldCom filings received.	McCarron, William	0.10	37.50
30-Oct-2003	Review and respond to e-mail from B. Rydeen regarding Starnet settlement.	McCarron, William	0.10	37.50
31-Oct-2003	Review WorldCom filings received.	McCarron, William	0.10	37.50
31-Oct-2003	E-mail to D. Cutlan attaching partly executed settlement with Starnet.	McCarron, William	0.20	75.00
01-Nov-2003	Review various creditor-side bankruptcy filings received.	McCarron, William	0.40	150.00

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03-Nov-2003	Review articles regarding WorldCom plan confirmation and filings received.	McCarron, William	0.30	112.50
04-Nov-2003	Review message from D. Cutlan regarding Starnet settlement and Starnet's motion for settlement approval (.2); e-mail to E. Fontana regarding obtaining court approval in Genuity's cases (.2).	McCarron, William	0.40	150.00
04-Nov-2003	E-mail to D. Moynihan regarding further extension of Teleglobe's exclusivity as it bears on payment of Genuity's allowed 503 claim.	McCarron, William	0.20	75.00
05-Nov-2003	Review WorldCom filings received.	McCarron, William	0.10	37.50
05-Nov-2003	Review file and e-mail D. Cutlan regarding date Genuity's claim was filed in Starnet bankruptcy.	McCarron, William	0.20	75.00
07-Nov-2003	Review various creditor-side filings received.	McCarron, William	0.30	112.50
07-Nov-2003	Communications with E. Fontana and S. Moeller Sally regarding Starnet settlement.	McCarron, William	0.30	112.50
08-Nov-2003	Review and respond to e-mails from E. Fontana regarding Starnet settlement.	McCarron, William	0.10	37.50
10-Nov-2003	Review various creditor-side filings received.	McCarron, William	0.10	37.50
10-Nov-2003	Call to E. Fontana regarding Starnet settlement.	McCarron, William	0.10	37.50
11-Nov-2003	Review various creditor-side filings.	McCarron, William	0.50	187.50
11-Nov-2003	Communications with N. Rosenbaum regarding preparing 9019 motion for Starnet settlement.	McCarron, William	0.30	112.50
11-Nov-2003	Review file regarding claims filed in FLAG bankruptcy and notice from Bermuda insolvency proceedings (.2); e-mail to D. Moynihan regarding same (.1).	McCarron, William	0.30	112.50
12-Nov-2003	Review various creditor-side filings received.	McCarron, William	0.20	75.00
13-Nov-2003	Review various creditor-side filings received.	McCarron, William	0.20	75.00
14-Nov-2003	Review various creditor-side filings received.	McCarron, William	0.10	37.50
14-Nov-2003	Call with J. McBrien regarding Starnet settlement motion.	McCarron, William	0.10	37.50
15-Nov-2003	Review various creditor-side filings received.	McCarron, William	0.20	75.00
15-Nov-2003	Review and edit draft notice, motion and order seeking approval of the Starnet settlement (1.3); e-mail to J. McBrien regarding same (.2).	McCarron, William	1.50	562.50
17-Nov-2003	Review various creditor-side filings received.	McCarron, William	0.20	75.00
17-Nov-2003	Communications with J. McBrien regarding Starnet settlement motion.	McCarron, William	0.20	75.00
18-Nov-2003	Review notice of WorldCom confirmation and various other creditor-side filings received (.5); e-mail to A. Borggaard regarding same (.2).	McCarron, William	0.70	262.50

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Date	Services	Timekeeper	Hours	Value
18-Nov-2003	Review agenda regarding Verado's objection to Genuity's 503 claim (.1); communications with opposing counsel regarding same (.2).	McCarron, William	0.30	112.50
19-Nov-2003	Review various creditor-side filings received.	McCarron, William	0.50	187.50
19-Nov-2003	Review WorldCom notice of confirmation and plan confirmation order.	McCarron, William	0.40	150.00
19-Nov-2003	Review amended agenda scheduling hearing on Verado objection to 503 claim to 12/29/03.	McCarron, William	0.10	37.50
21-Nov-2003	Review various creditor-side filings received.	McCarron, William	0.10	37.50
24-Nov-2003	Review various creditor side filings received.	McCarron, William	0.20	75.00
25-Nov-2003	Review various creditor-side filings received.	McCarron, William	0.20	75.00
26-Nov-2003	Review various creditor-side filings received.	McCarron, William	0.20	75.00
26-Nov-2003	Review internal docket regarding Starnet 9019 objection deadline and hearing.	McCarron, William	0.10	37.50
26-Nov-2003	Review Worldwide Wireless plan, disclosure statement, and Genuity's filed claim (.3); e-mail to A. Borggaard regarding same (.2).	McCarron, William	0.50	187.50
29-Nov-2003	Review creditor-side filings received.	McCarron, William	0.20	75.00
Total: 19	OTHER CREDITOR BANKRUPTCY/INSOLVENCY		15.90	5,962.50

**CLAIMS ADMINISTRATION AND
OBJECTIONS**

11-Nov-2003	Telephone conference with W. McCarron regarding obtaining approval of Starnet settlement agreement; e-mails with W. McCarron and lead counsel regarding timing and omnibus hearing (.20); review stipulation and motion filed by Starnet (.40); review case management order and related e-mails (.20); begin prep. of motion (.3)	Rosenbaum, Norman S.	1.10	434.50
11-Nov-2003	Telephone conference with W. McCarron regarding Genuity admin. expense claim (.20); initial review of documents and e-mails with W. McCarron and S. Crenshaw regarding scope (.40)	Rosenbaum, Norman S.	0.60	237.00
12-Nov-2003	Review and respond to e-mails from W. McCarron and S. Crenshaw regarding MCI admin. claim dispute.	Rosenbaum, Norman S.	0.30	118.50
13-Nov-2003	Conference with J. McBrien regarding MCI admin. claim dispute (.20); conference with J. McBrien regarding preparation of motion to approve Starnet settlement (.20).	Rosenbaum, Norman S.	0.40	158.00
14-Nov-2003	Review and revise motion papers to approve compromise and settlement with Starnet (.50); conference with J. McBrien-Dunn regarding research with respect to MCI cure dispute and review treatise (.60).	Rosenbaum, Norman S.	1.10	434.50
17-Nov-2003	Review 9019 Motion and proposed Order; review and respond to emails from J. McBrien regarding same.	Nashelsky, Larren M.	1.00	625.00

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17-Nov-2003	Conference with J. McBrien regarding results of cure research regarding MCI dispute.	Rosenbaum, Norman S.	0.30	118.50
Total: 20	CLAIMS ADMINISTRATION AND OBJECTIONS		4.80	2,126.00
CASE ADMINISTRATION				
29-Oct-2003	Call with S. Moeller Sally regarding instances where telecom providers have asserted termination liabilities as 507(a)(1) priority claims.	McCarron, William	0.10	37.50
30-Oct-2003	Call with D. Moynihan regarding various creditor-side matters.	McCarron, William	0.10	37.50
04-Nov-2003	Review article regarding purchase price adjustment dispute with Level 3.	McCarron, William	0.10	37.50
14-Nov-2003	Research procedure for a party to secure a waiver of already incurred tariffed termination charges (5.25); draft document summarizing research on waiver of already incurred tariffed termination charges (1.0); teleconferences with M. Carowitz, J. McKee and G. Gold in Wireline Bureau at Federal Communications Commission regarding procedure for waiver of already incurred tariffed termination charges (.70); teleconferences with F. Krogh regarding status and summary of research (.50)	Levi, Jonathan P.	7.50	1,612.50
18-Nov-2003	Communications with E. Fontana regarding plan confirmation status.	McCarron, William	0.10	37.50
21-Nov-2003	Speak with and forward to Ropes & Gray Reuters' reporter inquiring about plan confirmation.	McCarron, William	0.10	37.50
21-Nov-2003	Discussions with K. Irvin regarding update of matters in Genuity case; review material regarding same.	Nashelsky, Larren M.	0.75	468.75
Total: 6	CASE ADMINISTRATION		8.75	2,268.75
EXECUTORY CONTRACTS/PERSONALTY				
17-Oct-2003	Review e-mail from S. Crenshaw memorializing agreement to further extension of MCI Cure dispute procedural deadlines	McCarron, William	0.10	37.50
20-Oct-2003	Review e-mail from S. Della Ferra reflecting MCI's agreement to further extension of procedural deadlines.	McCarron, William	0.10	37.50
25-Oct-2003	Review WorldCom pleading relevant to MCI cure dispute.	McCarron, William	0.20	75.00
29-Oct-2003	Call with S. Crenshaw regarding status of MCI cure dispute.	McCarron, William	0.10	37.50
30-Oct-2003	Communications with S. Crenshaw regarding MCI cure dispute resolution status.	McCarron, William	0.20	75.00

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03-Nov-2003	Address issues with L. Feng and A. Borggaard concerning the MCI rejection damages claim under the UUNet Agreement.	Crenshaw, Stuart L.	0.20	79.00
04-Nov-2003	Address issues with L. Feng concerning P. Weber of Level 3 Communications and the Amtrak rejection damages claim.	Crenshaw, Stuart L.	0.10	39.50
04-Nov-2003	Address issues with S. Della Fera concerning the extension of the deadlines in the Genuity/MCI Stipulation.	Crenshaw, Stuart L.	0.20	79.00
04-Nov-2003	Review e-mail regarding extension of procedural stipulation deadlines for MCI cure dispute.	McCarron, William	0.10	37.50
05-Nov-2003	Review Amtrak rejection damages claim in preparation for meeting with P. Weber and L. Feng.	Crenshaw, Stuart L.	1.00	395.00
05-Nov-2003	Address issues associated with the MCI administrative claim with L. Feng.	Crenshaw, Stuart L.	0.10	39.50
05-Nov-2003	Review the correspondence concerning the MCI Administrative Claim, the MCI Cure Objection and the UUNet Security Deposit Claim in order to prepare for a meeting with F. Dye.	Crenshaw, Stuart L.	0.50	197.50
05-Nov-2003	Summarize issues concerning the MCI administrative claim, the MCI cure objection and the UUNet security deposit claim for F. Dye.	Crenshaw, Stuart L.	0.50	197.50
05-Nov-2003	Address additional issues with F. Dye concerning various MCI statements of account.	Crenshaw, Stuart L.	0.20	79.00
05-Nov-2003	Prepare for meeting with F. Dye concerning the MCI administrative claim, cure objection and UUNet invoice issues.	Crenshaw, Stuart L.	0.30	118.50
05-Nov-2003	Discuss with F. Dye issues associated with the MCI administrative claim, cure objection and UUNet invoices.	Crenshaw, Stuart L.	1.50	592.50
06-Nov-2003	Discuss with W. McCarron issues associated with the MCI administrative claim, the MCI cure objection and the issue of setoff against the security deposit.	Crenshaw, Stuart L.	0.60	237.00
06-Nov-2003	Address issues with S. Della Fera, counsel for MCI, concerning the amounts due under the UUNet agreement and setoff against the security deposit.	Crenshaw, Stuart L.	0.20	79.00
06-Nov-2003	Address issues with A. Borggaard concerning the MCI administrative claim.	Crenshaw, Stuart L.	0.10	39.50
06-Nov-2003	Address issues with A. Borggaard concerning the remaining MCI issues and the proposed division of labor.	Crenshaw, Stuart L.	0.20	79.00
06-Nov-2003	Create spreadsheet of MCI action items and status for weekly discussions with Genuity and Alix Partners.	Crenshaw, Stuart L.	0.50	197.50
06-Nov-2003	Review MCI WorldCom Master Amendment and Amendment No. 3 to the WorldCom Services Agreement and address revenue commitment issues with W. McCarron.	Crenshaw, Stuart L.	0.50	197.50

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06-Nov-2003	Summarize issues associated with the need to audit the UUNet pre-petition invoices for D. White of Genuity.	Crenshaw, Stuart L.	0.20	79.00
06-Nov-2003	Review correspondence from MCI concerning the UUNet invoices and amounts due thereunder in order to summarize request for D. White to audit such invoices.	Crenshaw, Stuart L.	0.50	197.50
06-Nov-2003	Review the administrative claim filed by MCI and address various issues related thereto with S. Della Fera.	Crenshaw, Stuart L.	1.00	395.00
06-Nov-2003	Address issues with D. White concerning the audit of the UUNet invoices.	Crenshaw, Stuart L.	0.10	39.50
06-Nov-2003	Call with S. Crenshaw regarding MCI cure dispute and asserted 503 claim based on alleged failure to meet minimum commitments postpetition.	McCarron, William	0.80	300.00
07-Nov-2003	Review correspondence from S. Della Fera concerning the MCI administrative claim of \$3.7 million.	Crenshaw, Stuart L.	0.10	39.50
07-Nov-2003	Address issues with F. Dye concerning the MCI administrative claim of \$3.7 million.	Crenshaw, Stuart L.	0.10	39.50
07-Nov-2003	Address issues with W. McCarron concerning the MCI administrative claim of \$3.7 million.	Crenshaw, Stuart L.	0.10	39.50
07-Nov-2003	Address issues with A. Borggaard concerning the MCI administrative claim of \$3.7 million.	Crenshaw, Stuart L.	0.10	39.50
07-Nov-2003	Address issue concerning UUNet rejection damages claim with L. Feng.	Crenshaw, Stuart L.	0.10	39.50
07-Nov-2003	Review correspondence from S. Della Fera, MCI's counsel, concerning the administrative claim.	Crenshaw, Stuart L.	0.10	39.50
07-Nov-2003	Review correspondence from F. Dye concerning the MCI administrative claim.	Crenshaw, Stuart L.	0.10	39.50
07-Nov-2003	Review correspondence and address issues with L. Feng and A. Borggaard concerning the UUNet rejection damages claim.	Crenshaw, Stuart L.	0.10	39.50
07-Nov-2003	Review e-mails from S. Crenshaw regarding MCI's alleged 503 claim as it bears on cure dispute.	McCarron, William	0.10	37.50
11-Nov-2003	Address issues associated with the UUNet rejection damages claim with K. Irvin, L. Feng and W. McCarron.	Crenshaw, Stuart L.	0.10	39.50
11-Nov-2003	Review correspondence from L. Feng concerning the Amtrak rejection damages claim.	Crenshaw, Stuart L.	0.10	39.50
11-Nov-2003	Review correspondence from A. Borggaard and correspondence from W. McCarron concerning the UUNet rejection damages claim.	Crenshaw, Stuart L.	0.10	39.50
11-Nov-2003	Address issues with W. McCarron and N. Rosenbaum concerning the shortfall commitment under the WorldCom Services Agreement.	Crenshaw, Stuart L.	0.30	118.50
11-Nov-2003	Communications with N. Rosenbaum and S. Crenshaw regarding MCI's asserted 503 claim based on alleged post-petition purchasing commitment shortfalls.	McCarron, William	0.50	187.50

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Date	Services	Timekeeper	Hours	Value
12-Nov-2003	Review correspondence from A. Borggaard concerning the preparation of a budget associated with the remaining litigable disputes with MCI.	Crenshaw, Stuart L.	0.10	39.50
12-Nov-2003	Address issues with N. Rosenbaum and W. McCarron concerning the research associated with Genuity's liability for the WorldCom Services Agreement shortfall penalty.	Crenshaw, Stuart L.	0.10	39.50
12-Nov-2003	Discuss with K. Irvin and W. McCarron issues associated with the estimate of legal fees associated with the remaining MCI matters.	Crenshaw, Stuart L.	0.80	316.00
12-Nov-2003	Communications with S. Crenshaw, N. Rosenbaum and J. McBrien regarding MCI's alleged 503 claim for penalties for alleged post-petition purchasing commitment shortfalls under assigned contract.	McCarron, William	0.40	150.00
13-Nov-2003	Review correspondence and emails from MCI's counsel and D. White of Genuity in connection with the amounts due under the UUNet Internet Services Agreement.	Crenshaw, Stuart L.	0.50	197.50
13-Nov-2003	Address issues associated with the setoff of the UUNet pre-petition balance against the MCI security deposit with A. Borggaard.	Crenshaw, Stuart L.	0.10	39.50
13-Nov-2003	Address issues associated with the setoff of the UUNet pre-petition balance against the MCI security deposit with S. Della Fera.	Crenshaw, Stuart L.	0.10	39.50
13-Nov-2003	Review correspondence from D. White concerning the audit of the invoice for services rendered in November 2002 under the UUNet Internet Services Agreement.	Crenshaw, Stuart L.	0.10	39.50
13-Nov-2003	Address set-off issues with A. Borggaard and W. McCarron.	Crenshaw, Stuart L.	0.30	118.50
13-Nov-2003	Review correspondence from F. Dye to D. Costas of Level 3 concerning payments made by Level 3 to MCI for services rendered post petition and address issues associated therewith.	Crenshaw, Stuart L.	0.30	118.50
13-Nov-2003	Summarize status of issues associated with the MCI administrative claim for A. Borggaard.	Crenshaw, Stuart L.	0.30	118.50
13-Nov-2003	Review spreadsheets and correspondence associated with the administrative claim of MCI and address various issues associated with the administrative claim and the shortfall penalties under the WorldCom Services Agreement with A. Borggaard and F. Dye.	Crenshaw, Stuart L.	2.00	790.00
13-Nov-2003	Review correspondence from F. Dye concerning shortfall penalties and address issues with F. Dye.	Crenshaw, Stuart L.	0.20	79.00
13-Nov-2003	Prepare a summary of the estimated legal fees associated with the remaining MCI disputes for A. Borggaard.	Crenshaw, Stuart L.	0.40	158.00
13-Nov-2003	Communications with S. Crenshaw and A. Borggaard regarding MCI cure dispute.	McCarron, William	0.50	187.50

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14-Nov-2003	Address various issues with J. McBrien concerning the research associated with the revenue shortfall charges and the liability of Genuity therefore.	Crenshaw, Stuart L.	0.50	197.50
17-Nov-2003	Address issues with A. Borggaard concerning the extension of timelines with MCI.	Crenshaw, Stuart L.	0.10	39.50
17-Nov-2003	Review and address correspondence from F. Dye concerning the MCI administrative claim and his communications with Level 3 representative D. Costas.	Crenshaw, Stuart L.	0.20	79.00
17-Nov-2003	Review and address correspondence with F. Dye concerning the November to January shortfall penalty invoiced by MCI under the WorldCom Services Agreement.	Crenshaw, Stuart L.	0.20	79.00
17-Nov-2003	Discuss with F. Dye issues associated with the MCI statements of account, the administrative claim and the shortfall penalty.	Crenshaw, Stuart L.	0.30	118.50
17-Nov-2003	Review e-mail from J.McBrien regarding cure obligation for alleged pre-assignment purchasing commitment shortfall	McCarron, William	0.10	37.50
18-Nov-2003	Address with S. Della Fera issues associated with the cure obligation.	Crenshaw, Stuart L.	0.20	79.00
18-Nov-2003	Address with S. Della Fera issues associated with the extension of the discovery time line under the stipulation.	Crenshaw, Stuart L.	0.20	79.00
18-Nov-2003	Review correspondence from A. Borggaard concerning the extension of the discovery time line.	Crenshaw, Stuart L.	0.10	39.50
18-Nov-2003	Review correspondence from S. Della Fera concerning the extension of the discovery time line.	Crenshaw, Stuart L.	0.10	39.50
18-Nov-2003	Communications with J. McBrien and S. Crenshaw regarding MCI cure dispute research and extension of scheduling order deadlines.	McCarron, William	0.20	75.00
Total: 8	EXECUTORY CONTRACTS/PERSONALTY		20.50	8,029.50
			Total Fees	40,865.75

Timekeeper Summary

Title	Name	Hours	Rate	Value
Partner	Cheryl A. Tritt	5.50	525.00	2,887.50
Partner	Kenneth W. Irvin	0.30	500.00	150.00
Partner	Larren M. Nashelsky	1.75	625.00	1,093.75
Associate	Jennifer L. Kostyu	27.70	275.00	7,617.50
Associate	Stuart L. Crenshaw	17.60	395.00	6,952.00
Associate	Jennifer L. McBrien	13.20	225.00	2,970.00
Associate	William McCarron	30.10	375.00	11,287.50
Associate	Jonathan P. Levi	8.80	215.00	1,892.00
Associate	Norman S. Rosenbaum	3.80	395.00	1,501.00
Of Counsel	Joan E. Neal	8.20	400.00	3,280.00
Of Counsel	Frank W. Krogh	2.10	395.00	829.50
Legal Assistant	Theresa L. Pringleton	3.00	135.00	405.00
TOTAL		122.05		40,865.75

TASK CODE SUMMARY:

Task Code	Description	Hours	Amount
1	GENERAL CORPORATE ADVICE	14.40	3,227.00
11	LITIGATION (GENERAL)	8.00	3,032.50
13	REGULATORY MATTERS	46.70	15,094.50
14	RETENTIONS/FEE MATTERS	3.00	1,125.00
19	OTHER CREDITOR BANKRUPTCY/INSOLVENCY	15.90	5,962.50
20	CLAIMS ADMINISTRATION AND OBJECTIONS	4.80	2,126.00
6	CASE ADMINISTRATION	8.75	2,268.75
8	EXECUTORY CONTRACTS/PERSONALTY	20.50	8,029.50
	TOTAL	122.05	40,865.75

Disbursement Detail

Date	Description	Value
30-Nov-2003	Postage	85.14
30-Nov-2003	Photocopies	1,561.20
30-Nov-2003	Long Distance Telephone	131.36
30-Nov-2003	Air Freight	27.34
30-Nov-2003	On-line Research - LEXIS	822.16
30-Nov-2003	On-line Research - WESTLAW	572.29
	Total Disbursements	<u>3,199.49</u>
	Total Amount Due	USD <u><u>44,065.24</u></u>

MORRISON & FOERSTER LLP

ATTORNEYS AT LAW

File No. 72497

P. O. Box 60000

San Francisco, California 94160-2497

Telephone (415) 268-7000

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Andrew P. Borggaard
Chief Liquidating Officer & General Counsel
GLT Liquidating Trust
400 Unicorn Park
Woburn, MA 01801

Taxpayer ID #94-0697210

Invoice Number: 4246839

Invoice Date: December 2, 2003

Client/Matter Number: 048867-0000084

Matter Name: BANKRUPTCY

RE: BANKRUPTCY

For Professional Services Rendered and Disbursements Incurred through December 2, 2003

	<u>U.S.Dollars</u>
Current Fees	4,570.50
Current Disbursements	<u>9.13</u>
Total This Invoice	<u><u>4,579.63</u></u>

Payment may be made by wire transfer to the firm's account

Bank of America – Main Branch San Francisco, CA 94104
Account # 1499401830 - ABA Routing # 121000358

Our billing statements are due and payable within thirty days of receipt. For your convenience, we have included a summary of your account balance on the last page of this invoice.

Billing questions may be directed to our Billing Hotline at (415) 268-6446

048867-0000084
BANKRUPTCYInvoice Number: 4246839
Invoice Date: December 2, 2003**Time Detail**

Date	Services	Timekeeper	Hours	Value
LITIGATION (GENERAL)				
01-Dec-2003	Address issues associated with the Settlement Agreement and Mutual Release involving AEP with L. Feng.	Crenshaw, Stuart L.	0.10	39.50
02-Dec-2003	Address issues with A. Borggaard concerning the resolution of the Settlement Agreement and Mutual Release with AEP.	Crenshaw, Stuart L.	0.10	39.50
Total: 11	LITIGATION (GENERAL)		0.20	79.00
REGULATORY MATTERS				
01-Dec-2003	Email E. Fontana (Ropes and Gray) regarding the relinquishment of Genuity's remaining FCC licenses.	Kostyu, Jennifer L.	0.10	27.50
02-Dec-2003	Review and revise descriptions of remaining Genuity regulatory matters for S. Crenshaw.	Neal, Joan E.	0.10	40.00
Total: 13	REGULATORY MATTERS		0.20	67.50
EXECUTORY CONTRACTS/PERSONALTY				
01-Dec-2003	Discuss with A. Borggaard the transition of all open matters to Kramer Levin the counsel for the GLT Liquidating Trust.	Crenshaw, Stuart L.	0.30	118.50
01-Dec-2003	Summarize for C. Tritt, K. Irvin and J. Neal issues associated with the transition and engagement letter concerning the transition of claims from the Genuity Estate to the GLT Liquidating Trust.	Crenshaw, Stuart L.	0.40	158.00
01-Dec-2003	Review status of various MCI WorldCom reconciliation matters and update status report for A. Borggaard and F. Dye.	Crenshaw, Stuart L.	0.50	197.50
01-Dec-2003	Address issues with S. Della Fera concerning the MCI cure objection.	Crenshaw, Stuart L.	0.10	39.50
01-Dec-2003	Address issues concerning the status of MCI WorldCom matters with F. Dye and A. Borggaard.	Crenshaw, Stuart L.	0.10	39.50
02-Dec-2003	Discuss with S. Della Fera, counsel for MCI, issues associated with the resolution of the administrative claim and the cure objection.	Crenshaw, Stuart L.	0.50	197.50
02-Dec-2003	Address issues with M. Danis and K. Irvin concerning the engagement by the GLT Liquidating Trust.	Crenshaw, Stuart L.	0.40	158.00
02-Dec-2003	Correspond with K. Irvin concerning the matters to be transitioned from Morrison & Foerster to Kramer Levin as a result of the liquidating trust.	Crenshaw, Stuart L.	0.10	39.50

MORRISON & FOERSTER LLP

048867-0000084
BANKRUPTCY

Invoice Number: 4246839
Invoice Date: December 2, 2003

Date	Services	Timekeeper	Hours	Value
02-Dec-2003	Correspond with A. Borggaard concerning the appropriate client name for the liquidating trust.	Crenshaw, Stuart L.	0.10	39.50
02-Dec-2003	Correspond with K. Irvin concerning the draft engagement letter for the GLT Liquidating Trust.	Crenshaw, Stuart L.	0.50	197.50
02-Dec-2003	Summarize various issues concerning the circuit agreements being assumed and assigned to Level 3 Communications for S. Della Fera, counsel for MCI.	Crenshaw, Stuart L.	1.00	395.00
02-Dec-2003	Address issues with W. McCarron and K. Irvin concerning the listing of creditor-side bankruptcies that Morrison & Foerster is transitioning over to the law firm of Kramer Levin.	Crenshaw, Stuart L.	0.50	197.50
02-Dec-2003	Draft letter, including summaries of all open matters, for transition of matters to Kramer Levin and for Morrison & Foerster's engagement for several remaining matters.	Crenshaw, Stuart L.	5.50	2,172.50
02-Dec-2003	Discuss with J. Neal issues associated with the relinquishment of several licenses and the Federal Universal Services Fund claim.	Crenshaw, Stuart L.	0.30	118.50
02-Dec-2003	Draft descriptions of the USAC claim matter and the license relinquishment matters for J. Neal to review and to be added to the GLT Liquidating Trust engagement letter.	Crenshaw, Stuart L.	0.50	197.50
02-Dec-2003	Review correspondence from J. Neal concerning summaries of the FUSF matter and the license relinquishment matter.	Crenshaw, Stuart L.	0.10	39.50
02-Dec-2003	Review correspondence from K. Irvin concerning the most recent disclosure statement filed listing all open matters.	Crenshaw, Stuart L.	0.10	39.50
02-Dec-2003	Review various correspondence and information from S. Della Fera concerning the disconnected circuits.	Crenshaw, Stuart L.	0.20	79.00
Total: 8	EXECUTORY CONTRACTS/PERSONALTY		11.20	4,424.00
		Total Fees		4,570.50

Timekeeper Summary

Title	Name	Hours	Rate	Value
Associate	Jennifer L. Kostyu	0.10	275.00	27.50
Associate	Stuart L. Crenshaw	11.40	395.00	4,503.00
Of Counsel	Joan E. Neal	0.10	400.00	40.00
TOTAL		11.60		4,570.50

TASK CODE SUMMARY:

Task Code	Description	Hours	Amount
11	LITIGATION (GENERAL)	0.20	79.00
13	REGULATORY MATTERS	0.20	67.50
8	EXECUTORY CONTRACTS/PERSONALTY	11.20	4,424.00
	TOTAL	11.60	4,570.50

Disbursement Detail

Date	Description	Value
02-Dec-2003	Long Distance Telephone	1.35
02-Dec-2003	Air Freight	7.78
	Total Disbursements	<u>9.13</u>
	Total Amount Due	USD <u><u>4,579.63</u></u>

EXHIBIT E

Disbursement Summary

Messenger Service/Overnight Delivery/Postage	\$293.54
Duplication Costs	\$2,69.80
Long Distance Telephone Calls	\$473.03
Facsimile	\$125.00
Filing Fees	\$0.00
Travel & Meals	\$20.00
Research/Document Retrieval Services	\$2,559.33
Document Preparation	\$0.00
<u>TOTAL</u>	<u>\$5,540.70</u>

EXHIBIT F

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
07/07/2003	09265	WILLIAM MCCARRON	086	1.50	35.00	52.50	Document preparation -- A. Moore
09/12/2003		Invoice=4214261		0.00	0.00	0.00	
07/31/2003	00998	FIRM BILLING FIRM BILLING005		1.00	3.42	3.42	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	3.42	3.42	USER DEFINED 1: 8751
07/31/2003	03418	KENNETH W. IRVIN	010	1.00	-1.50	-1.50	Document Preparation Overcharge
09/12/2003		Invoice=4214261		0.00	0.00	0.00	
08/01/2003	00998	FIRM BILLING FIRM BILLING005		1.00	3.99	3.99	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	3.99	3.99	USER DEFINED 1: 8751
08/01/2003	09265	WILLIAM MCCARRON	082	1.00	99.86	99.86	On-line Research - WESTLAW
09/12/2003		Invoice=4214261		1.00	99.86	99.86	USER DEFINED 1: 3561533
08/02/2003	09265	WILLIAM MCCARRON	081	1.00	419.90	419.90	On-line Research - LEXIS
09/12/2003		Invoice=4214261		1.00	419.90	419.90	USER DEFINED 1: 5TNX2ZH
08/04/2003	09039	JENNIFER L. MCBRIEN	004	1.00	0.20	0.20	Photocopies
09/12/2003		Invoice=4214261		1.00	0.20	0.20	USER DEFINED 1: Terminal: A9
08/05/2003	00998	FIRM BILLING FIRM BILLING005		1.00	4.74	4.74	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	4.74	4.74	USER DEFINED 1: 2230
08/05/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.35	1.35	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.35	1.35	USER DEFINED 1: 2230
08/05/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.71	1.71	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.71	1.71	USER DEFINED 1: 8751
08/05/2003	06576	THERESA L. PRINGLETON	004	81.00	0.20	16.20	Photocopies
09/12/2003		Invoice=4214261		81.00	0.20	16.20	USER DEFINED 1: Terminal: A4
08/05/2003	06576	THERESA L. PRINGLETON	081	1.00	106.25	106.25	On-line Research - LEXIS
09/12/2003		Invoice=4214261		1.00	106.25	106.25	USER DEFINED 1: C8JXMFY
08/07/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.28	2.28	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	2.28	2.28	USER DEFINED 1: 8751
08/07/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.14	1.14	USER DEFINED 1: 8751
08/07/2003	00998	FIRM BILLING FIRM BILLING005		1.00	18.94	18.94	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	18.94	18.94	USER DEFINED 1: 2230
08/07/2003	00407	ADAM A. LEWIS	052	1.00	77.00	77.00	Filing Fees - VENDOR:JOSHUA GOTTLIEB USBC Pick
09/12/2003		Invoice=4214261		1.00	77.00	77.00	Up.
		Voucher=1487405 Paid					Vendor=JOSHUA GOTTLIEB Balance= 00 Amount= 2758.15
08/08/2003	00106	B. SCOTT SILVERMAN	004	19.00	0.20	3.80	Photocopies
09/12/2003		Invoice=4214261		19.00	0.20	3.80	USER DEFINED 1: Terminal: A2
08/08/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.14	1.14	USER DEFINED 1: 8751
08/11/2003	00998	FIRM BILLING FIRM BILLING005		1.00	6.27	6.27	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	6.27	6.27	USER DEFINED 1: 8751
08/12/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.71	1.71	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.71	1.71	USER DEFINED 1: 8751
08/12/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.71	1.71	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.71	1.71	USER DEFINED 1: 8751
08/15/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.28	2.28	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	2.28	2.28	USER DEFINED 1: 8751
08/15/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.14	1.14	USER DEFINED 1: 8751

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
08/15/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.71	1.71	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.71	1.71	USER DEFINED 1: 8751
08/15/2003	00998	FIRM BILLING FIRM BILLING005		1.00	5.13	5.13	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	5.13	5.13	USER DEFINED 1: 8751
08/18/2003	04923	SAMANTHA P. GOODMAN	006B	13.00	1.25	16.25	Fax
09/12/2003		Invoice=4214261		13.00	1.25	16.25	USER DEFINED 1: Terminal: D1
08/20/2003	02606	BARTHENIA J. TOLIVER	004	3.00	0.20	0.60	Photocopies
09/12/2003		Invoice=4214261		3.00	0.20	0.60	USER DEFINED 1: Terminal: A3
08/20/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.14	1.14	USER DEFINED 1: 1607
08/20/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.71	2.71	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	2.71	2.71	USER DEFINED 1: 2230
08/20/2003	02606	BARTHENIA J. TOLIVER	006B	4.00	1.25	5.00	Fax
09/12/2003		Invoice=4214261		4.00	1.25	5.00	USER DEFINED 1: Terminal: D8
08/21/2003	06568	VALERIE L. RIVAS	004	38.00	0.20	7.60	Photocopies
09/12/2003		Invoice=4214261		38.00	0.20	7.60	USER DEFINED 1: Terminal: A2
08/21/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.28	2.28	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	2.28	2.28	USER DEFINED 1: 8751
08/21/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.35	1.35	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.35	1.35	USER DEFINED 1: 2230
08/21/2003	08674	STUART L. CRENSHAW	047	1.00	7.78	7.78	Air Freight-UPS Andrew Borggaard Woburn, MA
09/12/2003		Invoice=4214261		1.00	7.78	7.78	
08/22/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.14	1.14	USER DEFINED 1: 8751
08/22/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.71	1.71	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.71	1.71	USER DEFINED 1: 8751
08/22/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.14	1.14	USER DEFINED 1: 8751
08/22/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.14	1.14	USER DEFINED 1: 8751
08/25/2003	00998	FIRM BILLING FIRM BILLING005		1.00	23.00	23.00	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	23.00	23.00	USER DEFINED 1: 2230
08/26/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.14	1.14	USER DEFINED 1: 1607
08/26/2003	00998	FIRM BILLING FIRM BILLING005		1.00	10.27	10.27	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	10.27	10.27	USER DEFINED 1: 8751
08/26/2003	00998	FIRM BILLING FIRM BILLING005		1.00	10.84	10.84	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	10.84	10.84	USER DEFINED 1: 1607
08/27/2003	00998	FIRM BILLING FIRM BILLING005		1.00	6.84	6.84	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	6.84	6.84	USER DEFINED 1: 1607
08/27/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.85	2.85	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	2.85	2.85	USER DEFINED 1: 1607
08/27/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.71	1.71	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.71	1.71	USER DEFINED 1: 8751
08/28/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.28	2.28	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	2.28	2.28	USER DEFINED 1: 8751

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
08/28/2003	00998	FIRM BILLING FIRM BILLING005		1.00	19.96	19.96	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	19.96	19.96	USER DEFINED 1: 8751
08/28/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.14	1.14	USER DEFINED 1: 8751
08/29/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.35	1.35	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.35	1.35	USER DEFINED 1: 2230
08/29/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.03	2.03	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	2.03	2.03	USER DEFINED 1: 2230
08/29/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.35	1.35	Long Distance Telephone
09/12/2003		Invoice=4214261		1.00	1.35	1.35	USER DEFINED 1: 2230
BILLED TOTALS: WORK:						967.47	51 records
BILLED TOTALS: BILL:						916.47	
GRAND TOTAL: WORK:						967.47	51 records
GRAND TOTAL: BILL:						916.47	

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
09/02/2003	09265	WILLIAM MCCARRON	082	1.00	51.72	51.72	On-line Research - WESTLAW
10/09/2003		Invoice=4222758		1.00	51.72	51.72	USER DEFINED 1: 1559547
09/02/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.14	1.14	USER DEFINED 1: 8751
09/05/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.35	1.35	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.35	1.35	USER DEFINED 1: 2230
09/08/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.71	1.71	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.71	1.71	USER DEFINED 1: 8751
09/09/2003	00998	FIRM BILLING FIRM BILLING005		1.00	4.56	4.56	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	4.56	4.56	USER DEFINED 1: 8751
09/09/2003	00998	FIRM BILLING FIRM BILLING005		1.00	6.27	6.27	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	6.27	6.27	USER DEFINED 1: 8751
09/09/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.14	1.14	USER DEFINED 1: 8751
09/09/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.85	2.85	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	2.85	2.85	USER DEFINED 1: 8751
09/09/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.71	1.71	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.71	1.71	USER DEFINED 1: 8751
09/09/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.14	1.14	USER DEFINED 1: 8751
09/09/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.28	2.28	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	2.28	2.28	USER DEFINED 1: 8751
09/10/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.71	1.71	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.71	1.71	USER DEFINED 1: 8751
09/10/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.71	1.71	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.71	1.71	USER DEFINED 1: 8751
09/10/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.71	1.71	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.71	1.71	USER DEFINED 1: 8751
09/10/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.14	1.14	USER DEFINED 1: 8751
09/10/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.71	1.71	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.71	1.71	USER DEFINED 1: 8751
09/10/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.35	1.35	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.35	1.35	USER DEFINED 1: 2230
09/10/2003	07342	JOSEPH B. WILLIAMS	081	1.00	88.19	88.19	On-line Research - LEXIS
10/09/2003		Invoice=4222758		1.00	88.19	88.19	USER DEFINED 1: P51G13P
09/11/2003	09265	WILLIAM MCCARRON	004	1199.00	0.20	239.80	Photocopies
10/09/2003		Invoice=4222758		1199.00	0.20	239.80	USER DEFINED 1: Terminal: A1
09/11/2003	00998	FIRM BILLING FIRM BILLING005		1.00	30.23	30.23	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	30.23	30.23	USER DEFINED 1: 1022
09/11/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.35	1.35	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.35	1.35	USER DEFINED 1: 2230
09/12/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.14	1.14	USER DEFINED 1: 8751
09/15/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.14	1.14	USER DEFINED 1: 8751

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
09/22/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.71	1.71	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.71	1.71	USER DEFINED 1: 8751
09/22/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.03	2.03	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	2.03	2.03	USER DEFINED 1: 2230
09/23/2003	08674	STUART L. CRENSHAW	003	1.00	2.67	2.67	Postage
10/09/2003		Invoice=4222758		1.00	2.67	2.67	USER DEFINED 1: Terminal: C0
09/23/2003	06568	VALERIE L. RIVAS	004	186.00	0.20	37.20	Photocopies
10/09/2003		Invoice=4222758		186.00	0.20	37.20	USER DEFINED 1: Terminal: A2
09/23/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.14	1.14	USER DEFINED 1: 8751
09/23/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.14	1.14	USER DEFINED 1: 8751
09/23/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.14	1.14	USER DEFINED 1: 8751
09/23/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.71	2.71	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	2.71	2.71	USER DEFINED 1: 2230
09/24/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.14	1.14	USER DEFINED 1: 8751
09/24/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.14	1.14	USER DEFINED 1: 8751
09/26/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.14	1.14	USER DEFINED 1: 8751
09/26/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.71	1.71	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.71	1.71	USER DEFINED 1: 8751
09/27/2003	09265	WILLIAM MCCARRON	004	6.00	0.20	1.20	Photocopies
10/09/2003		Invoice=4222758		6.00	0.20	1.20	USER DEFINED 1: Terminal: A5
09/29/2003	08716	ANNA Y. MOORE	003	2.00	1.75	3.50	Postage
10/09/2003		Invoice=4222758		2.00	1.75	3.50	USER DEFINED 1: Terminal: B0
09/29/2003	00998	FIRM BILLING FIRM BILLING005		1.00	3.99	3.99	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	3.99	3.99	USER DEFINED 1: 8751
09/29/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.14	1.14	USER DEFINED 1: 8751
09/30/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.14	1.14	USER DEFINED 1: 8751
09/30/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
10/09/2003		Invoice=4222758		1.00	1.14	1.14	USER DEFINED 1: 8751
BILLED TOTALS: WORK:						514.03	41 records
BILLED TOTALS: BILL:						514.03	
GRAND TOTAL: WORK:						514.03	41 records
GRAND TOTAL: BILL:						514.03	

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
08/06/2003 11/13/2003	09039	JENNIFER L. MCBRIEN Invoice=4234041	047	1.00 1.00	7.78 7.78	7.78 7.78	Air Freight - UPS, Ira S. Dizengoff/ PH, New York, NY.
08/06/2003 11/13/2003	09039	JENNIFER L. MCBRIEN Invoice=4234041	047	1.00 1.00	7.78 7.78	7.78 7.78	Air Freight - UPS, The Hon. Robert E.G., New York, NY.
08/06/2003 11/13/2003	09039	JENNIFER L. MCBRIEN Invoice=4234041	047	1.00 1.00	7.78 7.78	7.78 7.78	Air Freight - UPS, Hollace T. Cohen, ESQ, New York, NY.
08/06/2003 11/13/2003	09039	JENNIFER L. MCBRIEN Invoice=4234041	047	1.00 1.00	7.78 7.78	7.78 7.78	Air Freight - UPS, Mitchell A. Seider, New York, NY.
08/06/2003 11/13/2003	09039	JENNIFER L. MCBRIEN Invoice=4234041	047	1.00 1.00	7.78 7.78	7.78 7.78	Air Freight - UPS, Tracy H. Davis, ESQ, New York, NY.
08/06/2003 11/13/2003	09039	JENNIFER L. MCBRIEN Invoice=4234041	047	1.00 1.00	7.78 7.78	7.78 7.78	Air Freight - UPS, Judy, G. Liu, ESQ, New York, NY.
09/11/2003 11/13/2003	03418	KENNETH W. IRVIN Invoice=4234041	047	1.00 1.00	11.00 11.00	11.00 11.00	Air Freight - UPS David M. Feldman, Manhattan, NY
09/11/2003 11/13/2003	03418	KENNETH W. IRVIN Invoice=4234041	047	1.00 1.00	11.00 11.00	11.00 11.00	Air Freight - UPS Mary Ellen Egbert, New York, NY
09/11/2003 11/13/2003	03418	KENNETH W. IRVIN Invoice=4234041	047	1.00 1.00	13.65 13.65	13.65 13.65	Air Freight - UPS Steve Avruch, Woburn, MA
09/29/2003 11/13/2003	08716	ANNA Y. MOORE Invoice=4234041	004	89.00 89.00	0.20 0.20	17.80 17.80	Photocopies USER DEFINED 1: Terminal: A1
09/30/2003 11/13/2003	00998	FIRM BILLING FIRM BILLING005 Invoice=4234041		1.00 0.00	-6.00 0.00	-6.00 0.00	Phone/Fax Credit
09/30/2003 11/13/2003	01472	TERESA M. S. BRUNOT Invoice=4234041	004	384.00 384.00	0.20 0.20	76.80 76.80	Photocopies USER DEFINED 1: Terminal: A6
10/01/2003 11/13/2003	00998	FIRM BILLING FIRM BILLING005 Invoice=4234041		1.00 1.00	3.42 3.42	3.42 3.42	Long Distance Telephone USER DEFINED 1: 8751
10/01/2003 11/13/2003	00998	FIRM BILLING FIRM BILLING005 Invoice=4234041		1.00 1.00	2.85 2.85	2.85 2.85	Long Distance Telephone USER DEFINED 1: 8751
10/02/2003 11/13/2003	00998	FIRM BILLING FIRM BILLING005 Invoice=4234041		1.00 1.00	3.42 3.42	3.42 3.42	Long Distance Telephone USER DEFINED 1: 8751
10/06/2003 11/13/2003	00998	FIRM BILLING FIRM BILLING005 Invoice=4234041		1.00 1.00	5.70 5.70	5.70 5.70	Long Distance Telephone USER DEFINED 1: 1607
10/06/2003 11/13/2003	00998	FIRM BILLING FIRM BILLING005 Invoice=4234041		1.00 1.00	1.71 1.71	1.71 1.71	Long Distance Telephone USER DEFINED 1: 8751
10/06/2003 11/13/2003	01472	TERESA M. S. BRUNOT Invoice=4234041	004	526.00 526.00	0.20 0.20	105.20 105.20	Photocopies USER DEFINED 1: Terminal: A6
10/07/2003 11/13/2003	00998	FIRM BILLING FIRM BILLING005 Invoice=4234041		1.00 1.00	1.14 1.14	1.14 1.14	Long Distance Telephone USER DEFINED 1: 8751
10/07/2003 11/13/2003	00998	FIRM BILLING FIRM BILLING005 Invoice=4234041		1.00 1.00	1.14 1.14	1.14 1.14	Long Distance Telephone USER DEFINED 1: 1510
10/08/2003 11/13/2003	00998	FIRM BILLING FIRM BILLING005 Invoice=4234041		1.00 1.00	1.71 1.71	1.71 1.71	Long Distance Telephone USER DEFINED 1: 1510
10/08/2003 11/13/2003	09039	JENNIFER L. MCBRIEN Invoice=4234041	097	1.00 1.00	66.78 66.78	66.78 66.78	On-line Research - OTHER DATABASE; Pacer Service Center Charges from 7/1/03 to 9/30/03.
10/09/2003 11/13/2003	09265	WILLIAM MCCARRON Invoice=4234041	004	1.00 1.00	0.20 0.20	0.20 0.20	Photocopies USER DEFINED 1: Terminal: A5

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
10/09/2003	00998	FIRM BILLING FIRM BILLING005		1.00	11.50	11.50	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	5.50	5.50	USER DEFINED 1: 7705
10/10/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.85	2.85	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	2.85	2.85	USER DEFINED 1: 8751
10/10/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.71	1.71	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	1.71	1.71	USER DEFINED 1: 8751
10/15/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.03	2.03	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	2.03	2.03	USER DEFINED 1: 2230
10/16/2003	00998	FIRM BILLING FIRM BILLING005		1.00	5.13	5.13	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	5.13	5.13	USER DEFINED 1: 8751
10/17/2003	09265	WILLIAM MCCARRON	963	1.00	0.07	0.07	Document Retrieval Service - VENDOR:PACER
11/13/2003		Invoice=4234041 Voucher=1503732 Paid		1.00	0.07	0.07	SERVICE CENTER Research for William McCarron. Vendor=PACER SERVICE CENTER Balance= .00 Amount= 1264.41
10/17/2003	09265	WILLIAM MCCARRON	963	1.00	0.77	0.77	Document Retrieval Service - VENDOR:PACER
11/13/2003		Invoice=4234041 Voucher=1503732 Paid		1.00	0.77	0.77	SERVICE CENTER Research for William McCarron. Vendor=PACER SERVICE CENTER Balance= .00 Amount= 1264.41
10/17/2003	09427	JUDITH A. JACKSON	963	1.00	11.27	11.27	Document Retrieval Service - VENDOR:PACER
11/13/2003		Invoice=4234041 Voucher=1503732 Paid		1.00	11.27	11.27	SERVICE CENTER Research for Judy Jackson. Vendor=PACER SERVICE CENTER Balance= .00 Amount= 1264.41
10/17/2003	09265	WILLIAM MCCARRON	963	1.00	1.33	1.33	Document Retrieval Service - VENDOR:PACER
11/13/2003		Invoice=4234041 Voucher=1503732 Paid		1.00	1.33	1.33	SERVICE CENTER Research for William McCarron. Vendor=PACER SERVICE CENTER Balance= .00 Amount= 1264.41
10/17/2003	09427	JUDITH A. JACKSON	963	1.00	5.53	5.53	Document Retrieval Service - VENDOR:PACER
11/13/2003		Invoice=4234041 Voucher=1503732 Paid		1.00	5.53	5.53	SERVICE CENTER Research for Judy Jackson. Vendor=PACER SERVICE CENTER Balance= .00 Amount= 1264.41
10/17/2003	07248	JENNIFER L. RICHTER MAU	963	1.00	63.63	63.63	Document Retrieval Service - VENDOR:PACER
11/13/2003		Invoice=4234041 Voucher=1503732 Paid		1.00	63.63	63.63	SERVICE CENTER Research for Jennifer Richter. Vendor=PACER SERVICE CENTER Balance= .00 Amount= 1264.41
10/17/2003	09265	WILLIAM MCCARRON	963	1.00	62.79	62.79	Document Retrieval Service - VENDOR:PACER
11/13/2003		Invoice=4234041 Voucher=1503732 Paid		1.00	62.79	62.79	SERVICE CENTER Research for William McCarron. Vendor=PACER SERVICE CENTER Balance= .00 Amount= 1264.41
10/17/2003	06757	FRANK W. KROGH	081	1.00	40.80	40.80	On-line Research - LEXIS
11/13/2003		Invoice=4234041		1.00	40.80	40.80	USER DEFINED 1: RT5PC8
10/17/2003	06730	JENNIFER L. KOSTYU	006B	46.00	1.25	57.50	Fax
11/13/2003		Invoice=4234041		46.00	1.25	57.50	USER DEFINED 1: Terminal: D6
10/17/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.35	1.35	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	1.35	1.35	USER DEFINED 1: 2230
10/17/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.35	1.35	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	1.35	1.35	USER DEFINED 1: 2230
10/17/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.35	1.35	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	1.35	1.35	USER DEFINED 1: 7740
10/17/2003	00998	FIRM BILLING FIRM BILLING005		1.00	6.09	6.09	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	6.09	6.09	USER DEFINED 1: 7740
10/18/2003	06757	FRANK W. KROGH	081	1.00	62.48	62.48	On-line Research - LEXIS
11/13/2003		Invoice=4234041		1.00	62.48	62.48	USER DEFINED 1: RT5PC8
10/20/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	1.14	1.14	USER DEFINED 1: 1510
10/20/2003	00998	FIRM BILLING FIRM BILLING005		1.00	3.99	3.99	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	3.99	3.99	USER DEFINED 1: 1510

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
10/20/2003	00998	FIRM BILLING FIRM BILLING005		1.00	6.27	6.27	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	6.27	6.27	USER DEFINED 1: 1510
10/20/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	1.14	1.14	USER DEFINED 1: 8751
10/20/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.03	2.03	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	2.03	2.03	USER DEFINED 1: 2230
10/20/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.71	2.71	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	2.71	2.71	USER DEFINED 1: 2230
10/20/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.03	2.03	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	2.03	2.03	USER DEFINED 1: 7732
10/20/2003	00998	FIRM BILLING FIRM BILLING005		1.00	4.06	4.06	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	4.06	4.06	USER DEFINED 1: 7732
10/20/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.35	1.35	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	1.35	1.35	USER DEFINED 1: 7732
10/20/2003	06757	FRANK W. KROGH	081	1.00	83.51	83.51	On-line Research - LEXIS
11/13/2003		Invoice=4234041		1.00	83.51	83.51	USER DEFINED 1: RT5PC8
10/21/2003	09265	WILLIAM MCCARRON	006B	37.00	1.25	46.25	Fax
11/13/2003		Invoice=4234041		37.00	1.25	46.25	USER DEFINED 1: Terminal: D6
10/21/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	1.14	1.14	USER DEFINED 1: 8751
10/21/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.85	2.85	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	2.85	2.85	USER DEFINED 1: 8751
10/21/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.35	1.35	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	1.35	1.35	USER DEFINED 1: 7732
10/21/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.35	1.35	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	1.35	1.35	USER DEFINED 1: 7732
10/21/2003	06421	SHANNON R. ROBERTS	073	1.00	20.00	20.00	Travel - (PETTY CASH) - S. Roberts, To the CPUC
11/13/2003		Invoice=4234041		1.00	20.00	20.00	Telecom Division for copies of Verizon tariff
		Voucher=1506756 Paid					Vendor=HAMILTON NAYLOR (PETTY CASH) Balance= .00 Amount=
10/24/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.71	2.71	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	2.71	2.71	USER DEFINED 1: 2230
10/27/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.28	2.28	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	2.28	2.28	USER DEFINED 1: 1607
10/28/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	1.14	1.14	USER DEFINED 1: 1607
10/28/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	1.14	1.14	USER DEFINED 1: 1607
10/28/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	1.14	1.14	USER DEFINED 1: 1607
10/28/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	1.14	1.14	USER DEFINED 1: 8751
10/28/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	1.14	1.14	USER DEFINED 1: 8751
10/28/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.85	2.85	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	2.85	2.85	USER DEFINED 1: 8751
10/29/2003	06730	JENNIFER L. KOSTYU	004	6.00	0.20	1.20	Photocopies

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
11/13/2003		Invoice=4234041		6.00	0.20	1.20	USER DEFINED 1: Terminal: A3
10/29/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
11/13/2003		Invoice=4234041		1.00	1.14	1.14	USER DEFINED 1: 1607
10/31/2003	01286	CAROL B. CUSTY	004	4.00	0.20	0.80	Photocopies
11/13/2003		Invoice=4234041		4.00	0.20	0.80	USER DEFINED 1: Terminal: A4
		BILLED TOTALS: WORK:				901.58	69 records
		BILLED TOTALS: BILL:				901.58	
		GRAND TOTAL: WORK:				901.58	69 records
		GRAND TOTAL: BILL:				901.58	

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
09/14/2003	00998	FIRM BILLING FIRM BILLING005		1.00	6.37	6.37	Long Distance Telephone
12/05/2003		Invoice=4242866		1.00	6.37	6.37	USER DEFINED 1: 7157
09/23/2003	09039	JENNIFER L. MCBRIEN	047	1.00	9.25	9.25	Air Freight - UPS, Hon. Prudence C. USBC, New
12/05/2003		Invoice=4242866		1.00	9.25	9.25	York.
10/23/2003	01472	TERESA M. S. BRUNOT	004	966.00	0.20	193.20	Photocopies
12/05/2003		Invoice=4242866		966.00	0.20	193.20	USER DEFINED 1: Terminal: A2
10/29/2003	06730	JENNIFER L. KOSTYU	047	1.00	10.30	10.30	Air Freight - UPS - Mr. Fabio Nieto - Whippany,
12/05/2003		Invoice=4242866		1.00	10.30	10.30	NJ.
10/31/2003	08674	STUART L. CRENSHAW	047	1.00	7.79	7.79	Air Freight UPS Lillian Feng Esq Woburn MA
12/05/2003		Invoice=4242866		1.00	7.79	7.79	01801
11/03/2003	09524	JONATHAN P. LEVI	081	1.00	285.60	285.60	On-line Research - LEXIS
12/05/2003		Invoice=4242866		1.00	285.60	285.60	USER DEFINED 1: 8Q00MDD
11/03/2003	04207	JOAN E. NEAL	081	1.00	32.30	32.30	On-line Research - LEXIS
12/05/2003		Invoice=4242866		1.00	32.30	32.30	USER DEFINED 1: 0C401S
11/04/2003	06576	THERESA L. PRINGLETON	081	1.00	145.35	145.35	On-line Research - LEXIS
12/05/2003		Invoice=4242866		1.00	145.35	145.35	USER DEFINED 1: C8JXMFY
11/05/2003	00998	FIRM BILLING FIRM BILLING005		1.00	8.56	8.56	Long Distance Telephone
12/05/2003		Invoice=4242866		1.00	8.56	8.56	USER DEFINED 1: 1607
11/05/2003	00998	FIRM BILLING FIRM BILLING005		1.00	74.42	74.42	Long Distance Telephone
12/05/2003		Invoice=4242866		1.00	74.42	74.42	USER DEFINED 1: 2230
11/05/2003	00998	FIRM BILLING FIRM BILLING005		1.00	12.85	12.85	Long Distance Telephone
12/05/2003		Invoice=4242866		1.00	12.85	12.85	USER DEFINED 1: 2230
11/06/2003	00998	FIRM BILLING FIRM BILLING005		1.00	2.03	2.03	Long Distance Telephone
12/05/2003		Invoice=4242866		1.00	2.03	2.03	USER DEFINED 1: 2230
11/10/2003	06576	THERESA L. PRINGLETON	082	1.00	4.17	4.17	On-line Research - WESTLAW
12/05/2003		Invoice=4242866		1.00	4.17	4.17	USER DEFINED 1: 3778543
11/10/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
12/05/2003		Invoice=4242866		1.00	1.14	1.14	USER DEFINED 1: 8751
11/10/2003	06576	THERESA L. PRINGLETON	081	1.00	50.36	50.36	On-line Research - LEXIS
12/05/2003		Invoice=4242866		1.00	50.36	50.36	USER DEFINED 1: C8JXMFY
11/11/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
12/05/2003		Invoice=4242866		1.00	1.14	1.14	USER DEFINED 1: 1607
11/11/2003	00998	FIRM BILLING FIRM BILLING005		1.00	15.40	15.40	Long Distance Telephone
12/05/2003		Invoice=4242866		1.00	15.40	15.40	USER DEFINED 1: 1607
11/13/2003	09039	JENNIFER L. MCBRIEN	082	1.00	140.60	140.60	On-line Research - WESTLAW
12/05/2003		Invoice=4242866		1.00	140.60	140.60	USER DEFINED 1: 4185682
11/14/2003	09524	JONATHAN P. LEVI	081	1.00	308.55	308.55	On-line Research - LEXIS
12/05/2003		Invoice=4242866		1.00	308.55	308.55	USER DEFINED 1: 8Q00MDD
11/14/2003	09039	JENNIFER L. MCBRIEN	082	1.00	427.52	427.52	On-line Research - WESTLAW
12/05/2003		Invoice=4242866		1.00	427.52	427.52	USER DEFINED 1: 4185682
11/14/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.47	1.47	Long Distance Telephone
12/05/2003		Invoice=4242866		1.00	1.47	1.47	USER DEFINED 1: 7371
11/17/2003	09039	JENNIFER L. MCBRIEN	004	5160.00	0.20	1,032.00	Photocopies
12/05/2003		Invoice=4242866		5160.00	0.20	1,032.00	USER DEFINED 1: Terminal: B1
11/17/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.71	1.71	Long Distance Telephone
12/05/2003		Invoice=4242866		1.00	1.71	1.71	USER DEFINED 1: 1607

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
11/17/2003	06954	MARK R. MOOD	069	1.00	35.00	35.00	Create merge list, create label document, merge
12/05/2003		Invoice=4242866		0.00	0.00	0.00	and print labels.
11/18/2003	09039	JENNIFER L. MCBRIEN	003	1.00	85.14	85.14	Postage
12/05/2003		Invoice=4242866		1.00	85.14	85.14	USER DEFINED 1: Terminal: E0
11/18/2003	06253	CHRISTINE SODANO	004	1680.00	0.20	336.00	Photocopies
12/05/2003		Invoice=4242866		1680.00	0.20	336.00	USER DEFINED 1: Terminal: B1
11/18/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
12/05/2003		Invoice=4242866		1.00	1.14	1.14	USER DEFINED 1: 8751
11/18/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.14	1.14	Long Distance Telephone
12/05/2003		Invoice=4242866		1.00	1.14	1.14	USER DEFINED 1: 8751
11/24/2003	02708	JANET ALLEYNE	069	3.00	35.00	105.00	New/labels
12/05/2003		Invoice=4242866		0.00	0.00	0.00	
11/24/2003	00998	FIRM BILLING FIRM BILLING005		1.00	3.99	3.99	Long Distance Telephone
12/05/2003		Invoice=4242866		1.00	3.99	3.99	USER DEFINED 1: 1607
11/24/2003	06954	MARK R. MOOD	069	1.00	35.00	35.00	Edit
12/05/2003		Invoice=4242866		0.00	0.00	0.00	
11/24/2003	09335	JENNIFER L. GORDON	069	0.50	35.00	17.50	Address list; full read
12/05/2003		Invoice=4242866		0.00	0.00	0.00	
BILLED TOTALS: WORK:						3,391.99	32 records
BILLED TOTALS: BILL:						3,199.49	
GRAND TOTAL: WORK:						3,391.99	32 records
GRAND TOTAL: BILL:						3,199.49	

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
11/12/2003	09265	WILLIAM MCCARRON	047	1.00	7.78	7.78	Air Freight; UPS charges, Dan Moynihan. Woburn
12/02/2003		Invoice=4246839		1.00	7.78	7.78	MA.
12/01/2003	00998	FIRM BILLING FIRM BILLING005		1.00	1.35	1.35	Long Distance Telephone
12/02/2003		Invoice=4246839		1.00	1.35	1.35	USER DEFINED 1: 2230
		BILLED TOTALS:	WORK:			9.13	2 records
		BILLED TOTALS:	BILL:			9.13	
		GRAND TOTAL:	WORK:			9.13	2 records
		GRAND TOTAL:	BILL:			9.13	

EXHIBIT G

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*Special Counsel for Genuity Inc., et al.,
Debtors and Debtors-in-Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

CERTIFICATION

In accordance with the Administrative Order of this Court, dated June 20, 1991, as amended on April 19, 1995, setting forth the guidelines for fees and disbursements for professionals in the Southern District of New York bankruptcy cases and the United States Trustee guidelines for compensation and reimbursement of expenses (collectively, the "Local Guidelines"), Cheryl A. Tritt certifies that:

1. I am a partner with Morrison & Foerster LLP ("Applicant" or "Morrison"), special labor, creditor-side bankruptcy, cure dispute, communications regulatory and business counsel to the above-captioned debtors (the "Debtors" or "Genuity").

This certification is made pursuant to the Local Guidelines referenced above in support of Morrison's final application for fees and disbursements for the period of August 1, 2003 through December 2, 2003 (the "Application").

2. I have read the Application and to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Application are reasonable, necessary, incidental to the services performed and comply with the mandatory guidelines set forth in the Local Guidelines and applicable law as explained below.

3. Except as otherwise noted herein or in the Application, the fees and disbursements sought by Applicant are billed at rates and in accordance with practices customarily employed by Applicant and generally accepted by Applicant's clients.

4. The Debtors and all other persons required to be provided with copies of Applicant's monthly fee statements (the "Designated Recipients") by the Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals have been provided each month, not later than twenty (20) days after the end of each month, with such statements containing a list of professionals and paraprofessionals providing services, the number of hours spent by each professional and paraprofessional in providing services, a general description of the services rendered and a reasonably detailed break down of the disbursements incurred.

5. To the best of my knowledge, information and belief, formed after reasonable inquiry, Applicant has made every effort to comply with the Local Guidelines as to the recording of time by Applicant's professionals and paraprofessionals.

6. In connection with Applicant's request for reimbursement of services and out-of-pocket expenses, I certify that, to the best of my knowledge, information and belief, formed after reasonable inquiry: (a) Applicant does not make a profit on those expenses for which reimbursement is sought in this Application; (b) Applicant has not included in the amounts billed for such services any amounts for amortization of the cost of any investment, equipment or capital outlay; and (c) the amounts billed for purchases or services from outside third-party vendors are billed in the amounts paid by Applicant to such vendors.

7. The Designated Recipients have been provided with a copy of the Application at least ten (10) days prior to the latest date set for filing the Application.

Dated: December 22, 2003
New York, New York

/s/ Cheryl A. Tritt
Cheryl A. Tritt