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ROPES & GRAY LLP
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Attorneys for Genuity Inc., et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: :
GENUITY INC., et al., : Case No. 02-43558 (PCB)
: :
Debtors. : (Jointly Administered)
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**AFFIDAVIT OF WILLIAM F. McCARTHY REGARDING ADDITIONAL FEES
AND EXPENSES TO BE INCLUDED IN THE FINAL APPLICATION OF
ROPES & GRAY LLP, AS ATTORNEYS FOR THE DEBTORS, FOR
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND FOR REIMBURSEMENT OF ACTUAL
AND NECESSARY EXPENSES INCURRED FROM
NOVEMBER 27, 2002 THROUGH THE PRESENT**

William F. McCarthy, hereby deposes and states:

1. I am a partner with the firm of Ropes & Gray LLP (“R&G”), attorneys for Genuity Inc. and its debtor subsidiaries (collectively, the "Debtors") in connection with these chapter 11 cases (the “Cases”).

2. I hereby submit this affidavit in respect of R&G’s final application, dated

December 30, 2003 (the “Final Fee Application”) for compensation and reimbursement of expenses for the period commencing on November 27, 2002 through, and including, the present (the “Final Fee Period”).

3. In its Final Fee Application, R&G reserved the right to seek reimbursement of certain fees and expenses incurred in connection with providing services to the Debtors during the Cases, which had not yet posted to R&G’s internal billing system at the time of filing the Final Fee Application.

4. To date, R&G has incurred an additional \$10,051.53 in fees and expenses during the Cases, which were not previously included in the Final Fee Application. Of this amount, \$6,320.00 represents additional fees incurred in connection with the preparation of the Final Fee Application and this affidavit¹, and \$3,731.53 represents additional expenses incurred in connection with a variety of services performed for the Debtors. Specifically, R&G incurred additional expenses of \$1,055.82 in connection with general case administration, \$1,071.97 in connection with the preparation of the Final Fee Application, \$0.80 in connection with employee issues, \$39.05 in connection with executory contract issues, \$98.40 in connection with plan implementation, and \$1,468.39 in connection with plan confirmation. In addition, R&G has posted a \$2.90 credit to the Debtors’ account due to a slight reduction in expenses incurred in connection with preparation and negotiation of the plan and disclosure statement. A more detailed description of these expenses is attached hereto as Exhibit A.

¹ As of January 1, 2004, the hourly billing rates for the services performed by Erin Fontana and Stephen Moeller-Sally increased from \$255.00 per hour to \$295.00 per hour. In addition, the hourly billing rates for the services performed by D. Ross Martin and William F. McCarthy increased, respectively, to \$455.00 per hour and \$660.00 per hour.

5. In addition, R&G estimates that it will incur additional fees and expenses in connection with traveling to and attending the hearing on the Final Fee Application in the aggregate amount of \$5,110.00. Of this amount, R&G estimates that it will incur \$150.00 in additional taxi expenses, \$500.00 in additional air fare expenses, and \$4,460.00 in fees.²

I declare under the penalty of perjury of the laws of the United States that the foregoing is true and correct.

/s/ William F. McCarthy
William F. McCarthy

Dated: February 4, 2004

² D. Ross Martin and William F. McCarthy will attend the hearing on the Final Fee Application. The estimate of fees that will be incurred in connection therewith includes an estimated six hours each for round-trip travel to and from New York for the hearing, discounted at 50%, and an additional one hour each for attendance at the hearing.

Exhibit A- Additional Expenses

MATTER/TASK CODE	EXPENSES	AMOUNTS
GTEO-053-001 General Case Administration	Telephone Reimbursement (Conferencing, cellular)	\$1.58
	Courier	\$504.46
	Business Meals	\$71.05
	Travel	8.00
	Taxi	\$470.73
	Total for GTEO -053-001	\$1,055.82
GTEO-053-002 R&G Billing and Fee Application	Taxi	\$111.50
	Air Fare	\$241.60
	Photocopy	\$232.80
	Courier	\$69.54
	Computerized Research	\$329.53
	Miscellaneous (Rental Equipment for Pitney Bowes)	\$87.00
	Total for GTEO -053-002	\$1071.97
GTEO-053-009 Employee/Union Issues	Photocopy	\$0.80
	Total for GTEO -053-009	\$0.80
GTEO-053-012 Executory Contract Issues	Taxi	\$39.05
	Total for GTEO -053-012	\$39.05
GTEO-053-016 Plan and Disclosure Statement	Taxi	\$145.35
	Air Fare	\$-148.25
	Total for GTEO -053-016	\$-2.90
GTEO-053-017 Plan Implementation	Taxi	\$98.40
	Total for GTEO -053-017	\$98.40
GTEO-053-018 Plan Confirmation	Phone Reimbursement	\$16.80
	Courier	\$473.45
	Transcript Fees	\$474.00
	Business Meals	\$187.10
	Taxi	\$123.00
	Parking	\$30.00
	Air Fare	\$148.25
	Computerized Research	15.79
	Total for GTEO -053-018	\$1,468.39
	TOTAL	\$3,731.53

