

Hearing Date: February 11, 2004, at 2:30 p.m. New York Time
Objections Due: January 23, 2004, at 4:00 p.m. New York Time

Douglas P. Bartner (DB-2301)
William J.F. Roll, III (WR-8996)
Stacey C. Spevak (SS-0199)
SHEARMAN & STERLING LLP
599 Lexington Avenue
New York, New York 10022
(212) 848-4000

Attorneys for JPMORGAN CHASE BANK

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
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GENUITY INC., et al.,¹ : Case No. 02-43558-PCB
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Debtors. : (Jointly Administered)
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**AMENDED MOTION OF JPMORGAN CHASE BANK SEEKING THE ENTRY OF AN
ORDER, PURSUANT TO 11 U.S.C. §§ 503(b)(3) AND (4), ALLOWING REIMBURSEMENT
OF REASONABLE ATTORNEYS' FEES AND ACTUAL AND NECESSARY EXPENSES**

TO THE HONORABLE PRUDENCE C. BEATTY
UNITED STATES BANKRUPTCY JUDGE:

JPMorgan Chase Bank (“JPMorgan Chase”), Administrative Agent under the Amended and Restated Credit Agreement, dated as of September 24, 2001, among Genuity Inc. (“Genuity”), JPMorgan Chase, as Administrative Agent, and the lenders and agents party thereto, by and through its undersigned counsel, hereby submits this amendment to the motion (the “Motion”), dated December 31, 2003 (Docket No. 1911), seeking the entry of an order, pursuant to sections 503(b)(3)

¹ In addition to Genuity Inc., the other debtors herein are Genuity Solutions Inc., BBN Advanced Computers Inc., BBN Certificate Services Inc., BBN Instruments Corporation, BBN Telecom Inc., Bolt Beranek and Newman Corporation, Genuity Business Trust, Genuity Employee Holdings LLC, Genuity International Inc., Genuity International Networks LLC, Genuity International Networks Inc., Genuity Telecom Inc., LightStream Corporation, and NAP.NET, L.L.C.

and (4) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.*, allowing and authorizing the reimbursement of JPMorgan Chase for professional services rendered and actual and necessary out-of-pocket expenses incurred by its counsel, Shearman & Sterling LLP, in connection with the chapter 11 bankruptcy cases of Genuity and its subsidiaries (collectively, the “Debtors”). In consultation with the GLT Liquidating Trust, as successor in interest to the Debtors, JPMorgan Chase has agreed to reduce the amount of the fees that JPMorgan Chase is seeking pursuant to the Motion by \$25,000, from \$508,904.00 to \$483,904.00. No amendment has been made to the amount of expenses of which JPMorgan Chase seeks reimbursement, which is \$13,501.61. Attached hereto as Exhibit A is a copy of the proposed order reflecting this amendment and attached hereto as Exhibit B is a blackline version of the proposed order that sets forth the change made to the proposed order filed with the Motion.

Dated: New York, New York
January 29, 2004

SHEARMAN & STERLING LLP

By: /s/ Douglas P. Bartner
Douglas P. Bartner (DB-2301)
William J.F. Roll, III (WR-8996)
Stacey Spevak (SS-0199)
599 Lexington Ave.
New York, NY 10022-6069
Telephone: (212) 848-4000
Facsimile: (212) 848-7179

Attorneys for JPMORGAN CHASE BANK