

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

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

Upon the motion dated December 31, 2003 (the "Motion")² of JPMorgan Chase Bank ("JPMorgan Chase") seeking entry of an order pursuant to sections 503(b)(3) and (4) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.*, (the "Bankruptcy Code"), allowing and authorizing the reimbursement of JPMorgan Chase for certain professional services rendered and actual and necessary out-of-pocket expenses incurred by its counsel, Shearman & Sterling LLP ("Shearman & Sterling"), as further defined in the Motion; and adequate notice of the Motion having been given pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure; and due consideration having been given to any objections and responses thereto; and a hearing on the Motion having been held before this Court on January 28, 2003; and good and sufficient cause appearing to grant the relief requested in the Motion; and after due deliberation; it is hereby

ORDERED, that the Motion is granted; and it is further

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.

² Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

ORDERED, that reimbursement of JPMorgan Chase for professional services rendered by Shearman & Sterling in connection with the chapter 11 bankruptcy cases of Genuity, Inc. and its subsidiaries (collectively, the “Debtors”) is approved and allowed as an administrative expense under section 503(b) of the Bankruptcy Code in the amount of \$483,904.00 (the “S&S Fees”); and it is further

ORDERED, that reimbursement of JPMorgan Chase for actual and necessary out-of-pocket expenses incurred by Shearman & Sterling in connection with the chapter 11 bankruptcy cases of the Debtors is approved and allowed as an administrative expense under section 503(b) of the Bankruptcy Code in the amount of \$13,501.61 (together with the S&S Fees, the “S&S Fees and Expenses”); and it is further

ORDERED, that the Debtor herein is authorized and directed to pay JPMorgan Chase, within five business days after the date of this Order, the S&S Fees and Expenses; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order; and it is further

ORDERED, that, notwithstanding any provision in the Bankruptcy Rules to the contrary, the Debtors are not subject to any stay in the implementation, enforcement or realization of the relief granted in this Order, and the Debtors may, in their discretion and without further delay, take any action and perform any act authorized under this Order; and it is further

ORDERED, that the requirement pursuant to Local Rule 9013-1(b) that JPMorgan Chase file a memorandum of law in support of the Motion is hereby waived.

Dated: New York, New York
February 11, 2004

/s/ Prudence Carter Beatty

Honorable Prudence C. Beatty
United States Bankruptcy Judge