



Fees Allowed :  
Expenses Allowed:

\$963,554.50  
\$31,901.75

**HOURS BILLED IN THE PERIOD APRIL 1, 2003, THROUGH DECEMBER 9, 2003**

Name	Year Admitted to Practice in the District of Columbia (unless otherwise noted)	Hours Billed in Current Application	Rate+	Total Fees Sought in Application
<b>Partners</b>				
Stuart Eizenstat	1980	215.40	\$640.00	137,856.00
Stuart Eizenstat*	1980	8.50	320.00	2,720.00
Jonathan Blake	1965	.50	600.00	300.00
Charles Buffon	1965	4.10	590.00	2,419.00
Eric Holder	1980	11.70	590.00	6,903.00
Paul V. Rogers	1999	1.30	590.00	767.00
Michael Baxter	1985	2.40	560.00	1,344.00
Michael Baxter	1985	2.20	540.00	1,188.00
Gerard J. Waldron	1997	15.40	540.00	8,316.00
Mark E. Plotkin	1988	38.70	520.00	20,124.00
Mark E. Plotkin	1988	625.60	490.00	306,544.00
Peter Trooboff	1970	5.10	490.00	2,499.00
Peter L. Flanagan	1994	1.80	390.00	702.00
Stuart Eizenstat	1980	8.50	320.00	2,720.00
<b>Senior Counsel</b>				
John Ellicott	1957	0.40	490.00	196.00
<b>Of Counsel</b>				
Alan Pemberton	1982	0.30	460.00	138.00
Alan Pemberton	1982	7.10	440.00	3,124.00
David M. Marchick	1998	11.50	460.00	5,290.00
David M. Marchick	1998	640.90	440.00	281,996.00
David M. Marchick *	1998	6.0	220.00	1,320.00
<b>Associates</b>				
Juan M. Estrada	2001	0.50	290.00	145.00
Juan M. Estrada	2001	9.50	250.00	2,375.00
Cynthia L. Garon	2002	5.80	265.00	1,537.00
Cynthia L. Garon	2002	34.20	230.00	7,866.00
David N. Fagan	2002	46.40	265.00	12,296.00
David N. Fagan	2002	165.70	230.00	38,111.00
Aaron Cooper	2002	12.90	250.00	3,225.00
Laura M. Kim	2001	63.40	250.00	15,850.00
Jason M. Knott	2003 (North Carolina)	6.60	170.00	1,122.00

Name	Year Admitted to Practice in the District of Columbia (unless otherwise noted)	Hours Billed in Current Application	Rate+	Total Fees Sought in Application
<u>Senior Analyst</u>				
Christopher W. Roberts		1.00	490.00	490.00
<u>Paralegal</u>				
Devin C. Becker		10.70	160.00	1,712.00
Michelle Rigby		2.30	150.00	345.00
Caroline A. Bussey		1.30	145.00	188.50
<u>Litigation Staff</u>				
Dawn Wong		7.00	125.00	875.00
Joseph R. Calvarese		2.50	100.00	250.00
<u>Library Staff</u>				
Carolyn B. McKelvey		0.50	120.00	60.00
Val O. Holley		6.80	120.00	816.00
Elena Howell		2.00	100.00	200.00
Abigail D. Rudman		1.00	90.00	90.00

\* Billed at 50% of customary rate for non-working travel.

+ Covington & Burling's hourly rates are adjusted on October 1 each year. Therefore, the rates for certain professionals may have increased during the compensation period. In that event, two different rates are reflected.



actual and necessary expenses incurred during the Compensation Period, (iii) payment of the holdback for the period from April 1, 2003 through December 9, 2003, and (iv) final allowance of compensation for professional services performed by Covington and reimbursement of actual and necessary expenses incurred for the period from November 1, 2002, through December 9, 2003 (“the Complete Compensation Period”), and respectfully represents:

**SUMMARY OF PROFESSIONAL COMPENSATION  
AND REIMBURSEMENT OF EXPENSES REQUESTED**

1. Covington prepared this application 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”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996, (the “UST Guidelines”) and the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals (the “Administrative Order,” and collectively with the Local Guidelines and UST Guidelines, the “Guidelines”). Pursuant to the Local Guidelines, a certification regarding compliance with same is attached hereto as **Exhibit A**.

2. Covington seeks allowance of the interim compensation for professional services rendered to the Debtors during the Compensation Period in the aggregate amount of \$871,299.50 and for reimbursement of expenses incurred in connection with the rendition of such services in the aggregate amount of \$30,201.72. During the Compensation Period, Covington attorneys and paraprofessionals expended a total of 1,979 hours for which compensation is requested.

3. There is no agreement or understanding between Covington and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

4. Covington’s fees in these cases are billed in accordance with its existing billing rates and procedures in effect during the Compensation Period. The rates Covington charges for the services rendered by its professionals and paraprofessionals are the same rates Covington

charges for professional and paraprofessional services rendered in comparable nonbankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable nonbankruptcy cases in a competitive national legal market.

5. Pursuant to the UST Guidelines, annexed hereto as **Exhibit B** is a schedule setting forth all Covington professionals and paraprofessionals who have performed services in these chapter 11 cases during the Compensation Period, the capacities in which each such individual is employed by Covington, the department in which each individual practices, the hourly billing rate charged by Covington for services performed by such individual, the aggregate number of hours expended in this matter and fees billed therefor, and the year in which each professional was first licensed to practice law in the District of Columbia, unless otherwise noted.

6. Annexed hereto as **Exhibit C** is a schedule specifying the categories of expenses for which Covington is seeking reimbursement and the total amount for each such expense category.

7. Pursuant the UST Guidelines, annexed hereto as **Exhibit D** is a summary by project categories of the services performed by Covington during the Compensation Period.

8. Covington maintains computerized records of the time spent by all Covington attorneys and paraprofessionals in connection with its representation of Global Crossing in pursuit of regulatory approval from the Committee on Foreign Investment in the United States (“CFIUS”). Subject to redaction for the attorney-client privilege or confidential information where necessary to protect the Debtors’ estates, copies of these computerized records will be furnished to the Court and the United States Trustee for the Southern District of New York (the

“U.S. Trustee”), and have previously been furnished to the attorneys for the official committee of unsecured creditors appointed in these Chapter 11 cases (the “Creditors Committee”), the Joint Provisional Liquidators and their attorneys (“JPLs”), and the attorneys for the Debtors’ prepetition senior secured lenders (the “Banks”) in connection with Covington’s monthly fee statements.

9. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the preparation of this Application, Covington reserves the right to request additional compensation for such services and reimbursement of such expenses in a future fee application.

### **BACKGROUND**

10. On January 28, 2002 (the “Commencement Date”), certain of the Debtors commenced cases in the United States Bankruptcy Court for the Southern District of New York under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) (additional Debtors commenced cases on April 24, 2002, August 4, 2002 and August 30, 2002). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

11. Pursuant to an order of the Court dated December 30, 2002, the Debtors were authorized to retain Covington as Special Counsel to render legal services in connection with their pursuit of regulatory approval from the CFIUS, and the drafting and negotiation of network security agreements and related documents involved in obtaining CFIUS approval.



12. No trustee has been appointed in the Debtors' chapter 11 cases. The Creditors Committee was appointed on February 8, 2002. On November 20, 2002, the Court ordered the appointment of an Examiner.

13. On August 21, 2002, the Court entered the Order Approving and Implementing Fee Committee and Fee Procedures Protocol (the "Fee Procedures Order"). Pursuant to such order, a fee committee (the "Fee Committee") was appointed, nunc pro tunc to January 28, 2002.

### **SUMMARY OF SERVICES**

14. Covington has dedicated tremendous resources to represent the Debtors in their effort to obtain CFIUS approval. During the Compensation Period, Covington represented Debtors in hundreds of meetings, conference calls and other communications with the various CFIUS agencies, including the Departments of State, Defense, Commerce, Treasury, Justice, Homeland Security, the White House and the Office of the United States Trade Representative. As part of these efforts, Covington prepared numerous security proposals to address concerns by CFIUS agencies with national security issues associated with the transaction. Covington prepared on behalf of the Debtors numerous draft network security agreements and led complex and time-intensive negotiations with CFIUS agencies. Covington prepared responses to numerous detailed and extensive requests for information from CFIUS agencies. Covington also worked to develop the proxy arrangement under consideration by CFIUS agencies and represented Debtors in negotiations with CFIUS on the same. Covington represented Debtors in its communications with the Government of the United Kingdom in connection with the CFIUS review. Covington regularly coordinated with Debtors' bankruptcy counsel, briefed the Creditors Committees, the Global Crossing board of directors and responded to requests for information from the above mentioned parties. Covington's representation of Debtors on all

these matters required extensive coordination with counsel for and senior officials from Hutchison Communications and ST Telemedia. In September of 2003, Global Crossing received approval from the CFIUS, enabling Debtors to emerge from bankruptcy. These figures evidence the magnitude of the professional services that the pursuit of Global Crossing's CFIUS approval has demanded.

15. Covington's representation of Debtors has required the assistance of and involvement by numerous Covington attorneys with unique and diverse backgrounds and expertise. Representation before CFIUS agencies has required the involvement of attorneys with myriad skills, including knowledge of network security, physical security, telecommunications law, corporate law, bankruptcy law, technology, government contracts, export controls and other regulatory issues.

16. Covington focused the lion's share of its efforts during the Compensation Period on the work described in paragraph 15 above to secure approval of CFIUS.

17. Set forth below is a description of the salient matters with respect to which Covington provided services:

- A. Investigation and assessment of Regulatory issues
  - Participated in numerous discussions and strategy meetings related to regulatory approval by CFIUS; development and drafting of complex and unique security proposals for internal consideration; consultation and coordination with counsel for Hutchison Communications and ST Telemedia on CFIUS matters.
- B. Preparation of Regulatory Filings
  - Contributing to drafting of relevant CFIUS filings; development and drafting of various security proposals to CFIUS agencies for

consideration; development, drafting, and submission to CFIUS agencies of various presentations related to security.

C. Negotiation of Security Agreement

- Drafting multiple versions of network security proposal and negotiating terms with CFIUS agencies; contributing to developing and drafting proxy agreement proposal and leading negotiations over proxy agreement and network security agreement.

D. Bankruptcy Administration

- Preparing Monthly Statements for the months April through December, preparing the First and Second Interim Fee Applications, and ensuring that all Covington's time records comply with the Guidelines.

18. The professional services performed by Covington were necessary and appropriate to the pursuit of CFIUS approval and were in the best interests of the Debtors and other parties in interest. Compensation for the services described above is commensurate with the complexity, importance, and nature of the problems, issues, or tasks involved.

19. A significant amount of the services performed by members and associates of Covington were rendered by the International Practice Group and Information Technologies Practice Group. Covington has a preeminent practice in this area and enjoys a national reputation for its expertise in network security issues, complex international regulatory issues, the Exon-Florio amendment and regulations, legislative issues, and telecommunications.

20. The professional services performed by Covington on behalf of the Debtors during the Compensation Period required an aggregate expenditure of 1,979 recorded hours by Covington's members, counsel, associates, and paraprofessionals. Of the aggregate time expended, 1,598.90 recorded hours were expended by partners and counsel of Covington, 345 recorded hours were expended by associates, and 35.10 recorded hours were expended by

paraprofessionals of Covington. The professional services were performed with expedience and in an efficient manner. The services were rendered primarily by senior Covington lawyers because it required high level negotiations with the United States government and high level interaction with senior officials in the United States government.

21. During the Compensation Period, Covington's hourly billing rates for attorneys ranged from \$170 to \$640 per hour. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys of approximately \$ 440.27 (based on 1,979 recorded hours for attorneys and paraprofessionals at Covington's regular billing rates in effect at the time of the performance of services). Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable cases in a competitive national legal market. As noted, attached hereto as Exhibit B is a schedule listing each Covington professional and paraprofessional who performed services in these cases during the Compensation Period, the hourly rate charged by Covington for services performed by each such individual, and the aggregate number of hours and charges by each such individual.

#### **ACTUAL AND NECESSARY EXPENSES OF COVINGTON**

22. As set forth in Exhibit C hereto, Covington has incurred \$30,978.03 as expenses in providing professional services during the Compensation Period. These expenses are reasonable and necessary in light of the size and complexity of the Debtors' cases. For example, Covington has incurred significant expenses on duplicating, air travel, and Lexis Research. Moreover, due to the complexity of the Debtors' attempt to secure CFIUS approval, the Debtors have faced numerous critical and unique issues. In order for Covington to properly analyze and address such issues, Covington attorneys performed extensive research during the Compensation

Period, all of which was necessary to obtain CFIUS approval and in the best interests of the Debtors' estates.

23. The time constraints facing the Debtors, along with the sheer magnitude of tasks generated by these cases, have required Covington's attorneys and other employees to devote significant time during the evenings and on weekends to perform legal services on behalf of the Debtors. Such services were essential to meet deadlines for the preparation of submissions to CFIUS and represent Global Crossing in meetings and/or plan conversations with the Departments of State, Defense, Commerce, Justice and the National Security Counsel and Office of the U.S. Trade Representative, as well as with the relevant national security agencies of the United Kingdom.

24. Consistent with firm policy, attorneys and other employees of Covington who worked late into the evenings or on weekends were reimbursed for their reasonable meal costs and their cost for transportation from the office to home. Covington's regular practice is not to include components for those charges in overhead when establishing billing rates and to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of services. The reimbursement amounts do not exceed those set forth in the Guidelines.

25. With respect to photocopying expenses, Covington charges all of its clients \$.15 per page but, in compliance with the guidelines, Covington will not seek charges for photocopying above the cost of \$.10 per page. In compliance with the Guidelines, Covington will not seek charges for facsimile transmissions above the cost \$1.25 per page for domestic transmissions and \$2.50 per page for international transmissions. These charges are intended to

cover Covington's direct operating costs, which costs are not incorporated into the Covington hourly billing rates. Only clients who actually use services of the types set forth in Exhibit C are separately charged for such services. In addition, because of the global nature of the Debtors' businesses, long-distance telephone calls were sometimes required. On several occasions, overnight delivery of documents and other materials was required as a result of circumstances necessitating the use of such express services. These disbursements are not included in Covington's overhead for the purpose of setting billing rates. Covington has made every effort to minimize its disbursements in these cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors, their estates, and creditors.

**THE REQUESTED COMPENSATION SHOULD BE ALLOWED**

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

1. the time spent on such services;
2. the rates charged for such services;

3. 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;
4. 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
5. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Id. § 330(a)(3).

27. In the instant case, Covington respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary for and beneficial to the Debtors' rehabilitation and reorganization efforts. Such services and expenditures were necessary to and in the best interests of the Debtors' estates. Covington further submits that, in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest, and because of the magnitude and complexity of the Debtors' representation before the CFIUS, the compensation requested herein is reasonable.

28. The services rendered by Covington were necessary and beneficial to the Debtors' estates, and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. Accordingly, approval of the compensation sought herein is warranted.

29. In the exercise of billing judgment, Covington is not seeking reimbursement for expenses in the aggregate amount of \$776.34, \$58 represents charges for domestic facsimile transmissions to the extent that they were billed above the \$1.25 per page limit set by the Local Guidelines, and \$558.85 represents charges for photocopying to the extent they were billed above the rate of \$.10 per page. In addition, Covington is not seeking reimbursement for

\$159.49 billed for staff client overtime and has billed fees for non-working travel at 50% of the attorney's usual hourly rate.

30. By this Application, Covington also requests final allowance of \$ 1,896,947.47 for the Complete Compensation Period, representing \$ 1,834,844 as compensation for professional services rendered and \$ 2,103.47 as reimbursement for actual and necessary expenses Covington incurred. In accordance with Covington's prior fee applications in these chapter 11 cases that have been approved by the court, Covington has received \$ 995,446.25 for fees and disbursements.

31. Pursuant to Local Bankruptcy Rule for the Southern District of New York 9013 - 1(b), because there are no novel issues of law presented herein, Covington respectfully requests that the Court waive the requirement that Covington file a memorandum of law in support of this motion.

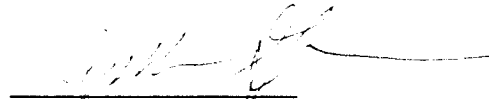
32. No previous motion for the relief sought herein has been made to this or any other court.

WHEREFORE Covington respectfully requests (i) compensation for professional services rendered during the Compensation Period in the amount of \$871,299.50 and reimbursement for actual and necessary expenses Covington incurred during the Compensation Period in the amount of \$30,201.72; (ii) that the allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to Covington's right to seek additional compensation for services performed and expenses incurred during the Compensation Period which were not processed at the time of this Application; (iii) final allowance of \$1,834,844.00 as compensation for professional services



rendered and \$62,103.47 for reimbursement of actual and necessary expenses incurred during the Complete Compensation Period; and (iv) the Court grant Covington such other and further relief as is just.

Dated: Washington, D.C.  
February 6, 2003



Stuart E. Eizenstat  
David M. Marchick  
Cynthia L. Garon (CG0849)  
Covington & Burling  
1201 Pennsylvania Ave., NW  
Washington, D.C. 20004-2401  
Telephone: (202) 662-6000  
Facsimile: (202) 662-6291

Special Counsel for Debtors and  
Debtors In Possession

**EXHIBIT A**

Covington & Burling  
1201 Pennsylvania Ave., NW  
Washington, D.C. 20004-2401  
Telephone: (202) 662-6000  
Facsimile: (202) 662-6291  
Stuart E. Eizenstat  
David M. Marchick  
Cynthia L. Garon (CG0849)

Special Counsel for Debtors and  
Debtors In Possession

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

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<b>In re</b>	:	
	:	<b>Chapter 11 Case No.</b>
	:	
<b>GLOBAL CROSSING LTD., et al.,</b>	:	<b>02-40188 (REG)</b>
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
	:	

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**CERTIFICATION UNDER GUIDELINES FOR FEES AND  
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF SECOND AND FINAL  
APPLICATION OF COVINGTON & BURLING FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, David M. Marchick, hereby certify that:

I am Of Counsel with the applicant firm, Covington & Burling (“Covington”), with primary responsibility for the representation of Global Crossing Ltd. and its affiliated debtors (collectively, the “Debtors”), in respect of compliance 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”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”), and the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for

Monthly Compensation and Reimbursement of Expenses of Professionals (the "Administrative Order," and collectively with the Local Guidelines and UST Guidelines, the "Guidelines").

This certification is made in respect of Covington's application, dated February \_\_, 2004 (the "Application"), for interim compensation and reimbursement of expenses for the period commencing April 1, 2003, through and including December 9, 2003 in accordance with the Guidelines.


In respect of Section B.1 of the Local Guidelines, I certify that:

- a) I have read the Application;
- b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;
- c) the fees and disbursements sought are billed at rates in accordance with practices customarily employed by Covington and generally accepted by Covington's clients; and
- d) in providing a reimbursable service, Covington does not make a profit on that service, whether the service is performed by Covington in-house or through a third party.

In respect of section B.2 of the Local Guidelines and as required by the Administrative Order, I certify that Covington has complied with the provision requiring it to provide the Debtors, on a monthly basis, with a statement of Covington's fees and disbursements accrued during the previous month.

In respect of section B.3 of the Local Guidelines, I certify that the United States Trustee for the Southern District of New York and the Debtors are contemporaneously being provided with a copy of the Application.

Dated: February 4, 2004



David M. Marchick

**EXHIBIT B**  
**SERVICES RENDERED BY COVINGTON & BURLING**  
**COMMENCING APRIL 1, 2003 THROUGH DECEMBER 9, 2003**

<b>Partners &amp; Of Counsel</b>	<b>Dept</b>	<b>Year Admitted in D.C. (unless otherwise noted)</b>	<b>Rate+</b>	<b>Hours</b>	<b>Amount</b>
Stuart Eizenstat	International Practice & Antitrust	1980	\$ 640.00	215.40	\$ 137,856.00
Stuart Eizenstat*	International Practice & Antitrust	1980	\$ 320.00	8.50	\$ 2,720.00
Jonathan Blake	Communications & Technology	1965	\$ 600.00	.50	\$ 300.00
Charles Buffon	Litigation	1965	\$ 590.00	4.10	\$ 2,419.00
Eric Holder	Litigation	1980	\$ 590.00	11.70	\$ 6,903.00
Paul V. Rogers	Corporate	1999	\$ 590.00	1.30	\$ 767.00
Michael Baxter	Corporate Law and Bankruptcy	1985	\$ 560.00	2.40	\$ 1,344.00
Michael Baxter	Corporate Law and Bankruptcy	1985	\$ 540.00	2.20	\$ 1,188.00
Gerard J. Waldron	Communications	1997	\$ 540.00	15.40	\$ 8,316.00
Mark E. Plotkin	Technology & Financial Services	1988	\$ 520.00	38.70	\$ 20,124.00
Mark E. Plotkin	Technology & Financial Services	1988	\$ 490.00	625.60	\$ 306,544.00
Peter Trooboff	International Trade	1970	490.00	5.10	\$ 2,499.00
Peter L. Flanagan	International Trade & Financial Services	1994	\$ 390.00	1.80	\$ 702.00
Alan Pemberton	Government Contracts & Litigation	1982	\$ 460.00	.30	\$ 138.00
Alan Pemberton	Government Contracts & Litigation	1982	\$ 440.00	7.10	\$ 3,124.00
David M. Marchick	International Trade	1998	\$ 460.00	11.50	\$ 5,290.00
David M. Marchick	International Trade	1998	\$ 440.00	640.90	\$ 281,996.00
David M. Marchick*	International Trade	1998	\$ 220.00	6.00	\$ 1,320.00
John Ellicott (Sr. Counsel)	International Trade	1957	\$ 490.00	0.40	\$ 196.00
<b>TOTAL</b>			\$	<b>1598.90</b>	\$ <b>783,746.00</b>

\* Billed at 50% of usual rate for non-working travel.

+ Covington & Burling's hourly rates are adjusted on October 1 each year. Therefore, the rates for certain professionals may have increased during the compensation period. In that event, two different rates are reflected.

<b>Associates</b>	<b>Dept</b>	<b>Year Admitted (In D.C. unless otherwise noted)</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>
Juan M. Estrada	Real Estate and Bankruptcy	2001	\$ 290.00	.50	\$ 145.00
Juan M. Estrada	Real Estate and Bankruptcy	2001	\$ 250.00	9.50	\$ 2,375.00
Cynthia L. Garon	Litigation and Bankruptcy	2002	\$ 265.00	5.80	\$ 1,537.00
Cynthia L. Garon	Litigation and Bankruptcy	2002	\$ 230.00	34.20	\$ 7,866.00
David N. Fagan	Communica- tions	2002	\$ 230.00	165.70	\$ 38,111.00
David N. Fagan	Communica- tions	2002	\$ 265.00	46.40	\$ 12,296.00
Aaron Cooper	Litigation	2002	\$ 250.00	12.90	\$ 3,225.00
Laura M. Kim	International Trade	2001	\$ 250.00	63.40	\$ 15,850.00
Jason M. Knott	Litigation	2003	\$ 170.00	6.60	\$ 1,122.00
<b>TOTAL</b>			<b>\$</b>	<b>345.00</b>	<b>\$ 82,527.00</b>
<b>Paraprofessionals and Clerks</b>	<b>Dept</b>	<b>Year Admitted (D.C. unless otherwise noted)</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>
Christopher W. Roberts	Trade Analyst		\$ 490.00	1.00	\$ 490.00
Devin C. Becker	Paralegal		\$ 160.00	10.70	\$ 1,712.00
Michelle Rigby	Paralegal		\$ 150.00	2.30	\$ 345.00
Caroline A. Bussey	Paralegal		\$ 145.00	1.30	\$ 188.50
Dawn Wong	Lit. Staff		\$ 125.00	7.00	\$ 875.00
Joseph R. Calvarese	Lit. Staff		\$ 100.00	2.50	\$ 250.00
Carolyn B. McKelvey	Library Staff		\$ 120.00	0.50	\$ 60.00
Val O. Holley	Library Research Staff		\$ 120.00	6.80	\$ 816.00
Elena Howell	Library Research Staff		\$ 100.00	2.00	\$ 200.00
Abigail D. Rudman	Library Research Staff		\$ 90.00	1.00	\$ 90.00
<b>TOTAL</b>				<b>35.10</b>	<b>\$ 5,026.50</b>

**SERVICES RENDERED BY COVINGTON & BURLING  
COMMENCING NOVEMBER 1, 2002 THROUGH DECEMBER 9, 2002**

<b>Partners &amp; Of Counsel</b>	<b>Dept</b>	<b>Year Admitted in D.C. (unless otherwise noted)</b>	<b>Rate+</b>	<b>Hours</b>	<b>Amount</b>
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Paul V. Rogers	Corporate	1999	\$ 590.00	82.30	\$ 48,557.00
Michael Baxter	Corporate Law and Bankruptcy	1985	\$ 560.00	2.40	\$ 1,344.00
Michael Baxter	Corporate Law and Bankruptcy	1985	\$ 540.00	4.40	\$ 2,376.00
Gerard J. Waldron	Communications	1997	\$ 540.00	31.80	\$ 17,172.00
John C. Dugan	Financial Services	1981	\$ 540.00	.30	162.00
Mark E. Plotkin	Technology & Financial Services	1988	\$ 520.00	38.70	\$ 20,124.00
Mark E. Plotkin	Technology & Financial Services	1988	\$ 490.00	1,329.70	\$ 651,553.00
Mark E. Plotkin	Technology & Financial Services	1988	\$ 245.00	11.00	\$ 2,695.00
Peter Trooboff	International Trade	1970	490.00	5.10	\$ 2,499.00
Peter L. Flanagan	International Trade & Financial Services	1994	\$ 390.00	7.40	\$ 2,886.00
Alan Pemberton	Government Contracts & Litigation	1982	\$ 460.00	.30	\$ 138.00
Alan Pemberton	Government Contracts & Litigation	1982	\$ 440.00	7.60	\$ 3,344.00
David M. Marchick	International Trade	1998	\$ 460.00	11.50	\$ 5,290.00
David M. Marchick	International Trade	1998	\$ 440.00	640.90	\$ 281,996.00
David M. Marchick	International Trade	1998	\$ 390.00	582.90	\$ 227,331.00
David M. Marchick*	International Trade	1998	\$ 220.00	6.00	\$ 1,320.00
David M. Marchick*	International Trade	1998	\$ 195.00	38.00	\$ 7,410.00

David W. Addis	Technology & International Trade	1988	\$ 440.00	2.60	\$ 1,144.00
John Ellicott (Sr. Counsel)	International Trade	1957	\$ 490.00	0.40	\$ 196.00
William H. Fitz	Communications	1968	\$ 440.00	2.80	\$ 1,232.00
<b>TOTAL</b>			\$	<b>3,323.50</b>	<b>\$ 1,605,242.00</b>
<b>Associates</b>	<b>Dept</b>	<b>Year Admitted (In D.C. unless otherwise noted)</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>
Christine E. Enemark	Corporate	1997	\$ 310.00	.50	\$ 155.00
Robert K. Kelner	Litigation	2000	\$ 310.00	.80	\$ 248.00
Peter Szyszko	Communications		\$ 300.00	10.80	\$ 3,240.00
Andrew P. Schoeffler	Corporate	2000	\$ 290.00	.50	\$ 145.00
Juan M. Estrada	Real Estate and Bankruptcy	2001	\$ 290.00	.50	\$ 145.00
Juan M. Estrada	Real Estate and Bankruptcy	2001	\$ 250.00	52.90	\$ 13,225.00
Kerry S. Burke	Corporate	1999	\$ 290.00	9.10	\$ 2,639.00
Cynthia L. Garon	Litigation and Bankruptcy	2002	\$ 265.00	5.80	\$ 1,537.00
Cynthia L. Garon	Litigation and Bankruptcy	2002	\$ 230.00	43.90	\$ 10,097.00
David N. Fagan	Communications	2002	\$ 265.00	46.40	\$ 12,296.00
David N. Fagan	Communications	2002	\$ 230.00	600.50	\$ 138,115.00
Aaron Cooper	Litigation	2002	\$ 250.00	22.50	\$ 5,550.00
Laura M. Kim	International Trade	2001	\$ 250.00	63.40	\$ 15,850.00
Tuan N. Samahon	Litigation	2001	\$ 250.00	4.10	\$ 1,025.00
Derron J. Blakely	Litigation	2001 (VA)	\$ 230.00	7.80	\$ 1,794.00
John M. Smith	Corporate	2003	\$ 230.00	.50	\$ 115.00
Jason M. Knott	Litigation	2003	\$ 170.00	6.60	\$ 1,122.00
<b>TOTAL</b>			\$	<b>876.60</b>	<b>\$ 207,298.00</b>
<b>Paraprofessionals and Clerks</b>	<b>Dept</b>	<b>Year Admitted (D.C. unless otherwise noted)</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>
Christopher W. Roberts	Trade Analyst		\$ 490.00	38.10	\$ 18,669.00
Alexandrine Henry	Paralegal		\$ 170.00	2.50	\$ 425.00
Devin C. Becker	Paralegal		\$ 160.00	10.70	\$ 1,712.00
Michelle Rigby	Paralegal		\$ 150.00	2.30	\$ 345.00
Caroline A. Bussey	Paralegal		\$ 145.00	14.80	\$ 2,146.00
Meghan O'Brien	Paralegal		\$ 145.00	4.00	\$ 580.00
Dawn Wong	Lit. Staff		\$ 125.00	7.00	\$ 875.00
Joseph R. Calvarese	Lit. Staff		\$ 100.00	2.50	\$ 250.00
Carolyn B. McKelvey	Library Staff		\$ 120.00	1.20	\$ 144.00



Mauda Hueni Moran	Library Research Staff		\$ 120.00	1.00	\$ 120.00
Val O. Holley	Library Research Staff		\$ 120.00	7.30	\$ 876.00
Elena Howell	Library Research Staff		\$ 100.00	2.00	\$ 200.00
Abigail D. Rudman	Library Research Staff		\$ 90.00	1.00	\$ 90.00
<b>TOTAL</b>				<b>94.40</b>	<b>\$ 26,4320</b>

\* Billed at 50% of usual rate for non-working travel.

+ Covington & Burling's hourly rates are adjusted on October 1 each year. Therefore, the rates for certain professionals may have increased during the compensation period. In that event, two different rates are reflected.

## EXHIBIT C

### ACTUAL AND NECESSARY DISBURSEMENTS INCURRED BY COVINGTON & BURLING COMMENCING APRIL 1, 2003 THROUGH DECEMBER 9, 2003

<u>DISBURSEMENT</u>	<u>TOTAL</u>
Scanning	\$ 23.55
Duplicating	\$ 1,676.55
Duplicating - Special Projects	\$ 1,344.00
Lexis Research	\$ 9,415.52
Westlaw Research	\$ 308.60
Computer Research	\$ 5.60
Local Transportation	\$ 2,086.29
Parking	\$ 12.00
Court Fees	\$ 25.00
Business Meals	\$ 5,323.70
Staff Client Overtime	\$ 159.49
Overtime Meals	\$ 8.00
Overtime Transportation	\$ 12.60
Facsimile	\$ 348.00
Long Distance Calls	\$ 1,251.01
Travel	\$ 1,259.92
Lodging	\$ 877.67
Air Rail Travel	\$ 4,890.80
Telephone Calls	\$ 1,545.48
Fax Long Distance	\$ 37.07
Postage	\$ 14.80
Messengers	\$ 37.71
Metered Mail	\$ 11.82
Federal Express	\$ 302.85
<b>Total Disbursements</b>	<b>\$ 30,978.03</b>

**ACTUAL AND NECESSARY DISBURSEMENTS INCURRED BY  
COVINGTON & BURLING COMMENCING  
NOVEMBER 1, 2002 THROUGH DECEMBER 9, 2002**

<b><u>DISBURSEMENT</u></b>	<b><u>TOTAL</u></b>
Scanning	\$ 24.14
Duplicating	\$ 4,927.80
Duplicating - Special Projects	\$ 5,724.00
Scanning	\$ 7.05
Lexis Research	\$ 12,261.23
Westlaw Research	\$ 322.78
Computer Research	\$ 261.27
Local Transportation	\$ 2,674.46
Parking	\$ 20.00
Court Fees	\$ 25.00
Supplies	\$ 14.12
Business Meals	\$ 13,721.94
Staff Client Overtime	\$ 1,162.26
Overtime Meals	\$ 46.31
Overtime Transportation	\$ 54.40
Facsimile	\$ 630.00
Long Distance Calls	\$ 1,777.22
Travel	\$ 2,218.94
Lodging	\$ 1,480.38
Air Rail Travel	\$ 22,739.63
Telephone Calls	\$ 2,660.90
Fax Long Distance	\$ 42.09
Postage	\$ 14.80
Messengers	\$ 166.48
Metered Mail	\$ 14.26
Federal Express	\$ 362.46
<b>Total Disbursements</b>	<b>\$ 73,353.93</b>

**EXHIBIT D**

**SUMMARY OF SERVICES BY TASK CODE FOR SERVICES RENDERED  
APRIL 1, 2003 THROUGH DECEMBER 9, 2003**

<b>TASK CODE</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>AMOUNT</b>
1	Investigation and Assessment of Regulatory Issues	957.20	\$399,148.50
2	Preparation of Regulatory Filings	173.60	\$81,791.00
3	Negotiation of Security Agreement	722.60	\$345,660.00
4	Bankruptcy Administration	111.90	\$40,660.00
5	Non-Working Travel	14.50	\$4040.00
<b>TOTAL:</b>		<b>1979.00</b>	<b>\$871,299.50</b>

**SUMMARY OF SERVICES BY TASK CODE FOR SERVICES RENDERED  
NOVEMBER 1, 2002 THROUGH MARCH 31, 2002**

<b>TASK CODE</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>AMOUNT</b>
1	Investigation and Assessment of Regulatory Issues	1,967.30	\$803,716.00
2	Preparation of Regulatory Filings	463.90	\$210,515.00
3	Negotiation of Security Agreement	1619.00	\$751,430.00
4	Bankruptcy Administration	180.50	\$59,166.00
5	Non-Working Travel	63.50	\$14,145.00
<b>TOTAL:</b>		<b>4294.20</b>	<b>\$1,838,972.00</b>