

DEBEVOISE & PLIMPTON LLP
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 Jonathan E. Richman (JR 2491)
 Jeffrey S. Jacobson (JJ 8872)

Special Counsel to the Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	)	Chapter 11 Case Nos.
	)	02-40187 (REG) through
GLOBAL CROSSING LTD., et al.	)	02-40241 (REG),
	)	02-11982 (REG),
Debtors.	)	02-13765 (REG)
	)	(Jointly Administered)

**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE GUIDELINES FOR
 REVIEWING APPLICATIONS FOR COMPENSATION AND REIMBURSEMENT OF
 EXPENSES FILED UNDER 11 §§ U.S.C. 330 AND 331**

Name of Applicant:	DEBEVOISE & PLIMPTON LLP
Role:	Special Counsel to the Debtors
Date of Retention:	February 12, 2002
<u>Current Compensation Period:</u>	April 1, 2003 -- December 9, 2003
Total Hours Billed:	13,299
Total Fees Incurred During Period:	\$6,741,972.30
Fees Paid During Period:	\$4,492,272.66
Net Fees Requested:	\$2,249,699.64
Total Expenses Incurred During Period:	\$455,121.62
Expenses Paid During Period:	\$403,240.26
Net Expenses Requested:	\$ 51,881.36
Total Fees and Expenses Requested for Current Compensation Period:	\$7,197,093.92
Net Fees and Expenses Requested for Current Compensation Period:	\$2,301,581.00

Current Compensation Period: (cont'd)	
Blended Rate (excluding Non-Working Travel Time):	\$507.92
Blended Rate for Attorneys only (excluding Non-Working Travel Time):	\$554.37
Retention Period:	
Total Hours Billed:	63,956.6
Total Fees Requested for Retention Period	\$26,486,208.53
Total Expenses Requested for Retention Period:	\$ 2,021,873.57
Total Fees and Expenses Requested for Retention Period	\$28,508,082.10

This is a fourth interim and final application.

The following prior applications have been filed:

Date Filed	Period Covered	Fees Sought	Expenses Sought	Fees Awarded	Expenses Awarded	Amounts Held Back as of December 9, 2004
6/28/2002	2/12/02 – 4/30/02	\$6,009,675.30*	\$420,790.66	\$6,009,675.30	\$420,790.66	\$0
11/25/2002	5/1/2002 – 9/30/2002	\$6,109,489.00**	\$488,434.31**	\$6,109,489.00	\$488,434.31	\$0
6/2/2003	10/1/2002 – 3/31/2003	\$7,625,071.93	\$657,526.98	\$7,625,071.93	\$657,526.98	\$0
TOTAL AWARDED TO DATE				\$19,744,236.23	\$1,566,751.95	

* In response to a request by the United States Trustee, Debevoise agreed to bill all non-working travel time at 50% of its regular rates, and thus agreed to reduce the fees in its First Interim Application by \$21,970.90. Before this reduction, Debevoise had sought fees totaling \$6,031,646.20 in its First Fee Application.

** In response to a request by the Fee Committee (as further defined herein), Debevoise agreed to reduce the fees and expenses sought in its Second Interim Application by \$7,656.00 and \$33,504, respectively. Before this reduction, Debevoise had sought fees totaling \$6,117,145.00 and expenses totaling \$521,938.31 in its Second Fee Application.

Debevoise & Plimpton LLP

GLOBAL CROSSING LTD. Compensation by Project Category April 1, 2003 through December 9, 2003

MATTER	HOURS	FEES	DISBURSEMENTS	TOTAL
Shareholder Class Actions	6,169.1	3,085,207.56	248,698.83	3,333,906.39
ERISA Actions	1,711.8	939,803.05	33,623.89	973,426.94
Government Investigations	1,439.2	683,053.67	61,758.44	744,812.11
Pender Litigation	1,637.7	924,640.40	55,192.93	979,833.33
Employment Law Claims	784.8	351,104.30	22,904.09	374,008.39
Other Related Matters	1,415.1	714,368.92	32,618.14	746,987.06
Fee Application	61.8	16,329.50	325.30	16,654.80
Non-Working Travel	79.5	27,464.90	0.00	27,464.90*
TOTAL	13,299.00	6,741,972.30	455,121.62	7,197,093.92

* This total represents 50 percent of fees incurred for time spent traveling for Global Crossing matters but not spent working for this or another client. As Exhibit A to this Application reflects, the full value of such fees totals \$54,929.80.

Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
All Timekeepers and All Matters (excluding Lawyer Non-Working Travel)
April 1, 2003 through December 9, 2003

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate</i> ¹	<i>Fees</i>
PARTNERS				
Arthur L. Marriott	(1966/1997)	89.80	787.00	70,672.60
Ralph C. Ferrara	(1970/1981)	830.80	763.19	634,060.00
David A. Duff	(1972/1983)	70.00	760.54	53,237.60
Michael E. Wiles	(1978/1987)	19.10	755.84	14,436.60
David R. Rivkin	(1979/1988)	11.50	754.00	8,671.00
Jeffrey P. Cunard	(1980/1989)	527.80	765.43	403,996.40
Joseph P. Moodhe	(1980/1990)	116.90	760.38	88,888.20
John B. Missing	(1982/2002)	503.40	757.89	381,519.60
E. Pagel Serebransky	(1984/1995)	7.00	754.00	5,278.00
Colby A. Smith	(1987/1996)	655.00	740.70	485,157.20
Peter J. Loughran	(1989/1998)	218.70	706.01	154,403.70
Jonathan R. Tuttle	(1992/2000)	32.60	638.00	20,798.80
TOTAL FOR PARTNERS		3,082.60		\$2,321,119.70
COUNSEL				
Phillip D. Parker	(1975)	67.50	578.00	39,015.00
Ann M. Ashton	(1980)	1,415.00	574.37	812,733.00
Jonathan E. Richman	(1982)	1,762.50	573.55	1,010,885.30
Timothy K. Beeken	(1991)	0.40	578.00	231.20
Zarina Bhesania	(1991)	37.30	567.32	21,161.20
TOTAL FOR COUNSEL		3,282.70		\$1,884,025.70
ASSOCIATES				
Jeffrey S. Jacobson	(1995)	659.30	506.40	333,869.20
Carl Riehl	(1995)	74.80	496.75	37,156.90
Suzanne M. Grosso	(1997)	124.40	484.00	60,209.60
Kevin C. Lombardi	(1997)	628.60	487.61	306,511.70
Scott Ruskay-Kidd	(1997)	34.80	495.00	17,226.00
Heather Capell	(1998)	753.50	478.38	360,460.10
Beth A. Collier	(1998)	25.90	451.00	11,680.90
Sarah Downie	(1998)	3.80	495.00	1,881.00
Ada Fernandez Johnson	(1998)	66.20	477.79	31,629.40
Anne C. Meyer	(1998)	200.50	484.84	97,210.30
Erik Bierbauer	(1999)	11.10	424.00	4,706.40
Natalie S. Klein	(1999)	128.60	424.00	54,526.40

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
All Timekeepers and All Matters (excluding Lawyer Non-Working Travel)
April 1, 2003 through December 9, 2003

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate</i> ¹	<i>Fees</i>
ASSOCIATES CONT'D				
Ellen Marcus	(1999)	59.10	425.12	25,124.40
Polly Pope	(1999)	129.60	424.00	54,950.40
Deborah Ruff	(1999)	15.80	424.00	6,699.20
Daniel J. Spillane	(1999)	123.20	435.57	53,662.40
Jennifer C. Argabright	(2000)	49.00	435.00	21,315.00
Joshua Berman	(2000)	13.80	380.00	5,244.00
Kristian Borg-Olivier	(2000)	14.60	380.00	5,548.00
Collette B. Cunningham	(2000)	244.10	426.05	104,000.00
Winsome G. Gayle	(2000)	104.10	415.19	43,221.00
William Rhee	(2000)	362.30	395.47	143,278.50
Yosef Rothstein	(2000)	83.10	380.00	31,578.00
Bernard J. Schwartz	(2000)	25.50	435.00	11,092.50
Jeffrey A. Alberts	(2001)	346.10	374.14	129,490.20
Lindsay K. Blanco	(2001)	29.70	340.62	10,116.40
Steven Friel	(2001)	11.70	336.00	3,931.20
Rachel Jaffe Mauceri	(2001)	71.70	359.30	25,762.10
Julie Ahrens	(2002)	40.60	341.00	13,844.60
Or Baron	(2002)	51.10	341.00	17,425.10
Joseph E. Bartel	(2002)	27.00	270.00	7,290.00
Jocelyn C. Bramble	(2002)	101.80	341.00	34,713.80
Robert H. Chandler	(2002)	54.40	341.00	18,550.40
Gregory A. Diamond	(2002)	34.60	341.00	11,798.60
Christopher T. Hines	(2002)	14.00	341.00	4,774.00
Maria Lin	(2002)	7.90	341.00	2,693.90
Parvin Daphne Moyne	(2002)	31.10	270.00	8,397.00
Joseph J.M. Orabona	(2002)	177.00	336.07	59,483.70
Ann Marie Preissler	(2002)	135.20	301.82	40,806.60
Sean D. Wissman	(2002)	115.60	315.82	36,508.60
Katherine Katsens	(2003)	10.00	275.00	2,750.00
Lynnise Phillips	(2003)	12.30	275.00	3,382.50
TOTAL FOR ASSOCIATES		5,207.50		\$2,254,500.00

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
All Timekeepers and All Matters (excluding Lawyer Non-Working Travel)
April 1, 2003 through December 9, 2003

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate</i> ¹	<i>Fees</i>
LEGAL ASSISTANTS				
Charlotte R. Gatto		49.70	204.00	10,138.80
Frank W. Green		2.00	209.00	418.00
Steven A. Horner		70.50	204.00	14,382.00
Tami L. McGreer		116.00	204.00	23,664.00
Alexia L. Richmond		1.00	193.00	193.00
John Rielly		1.10	204.00	224.40
Gregory A. Senn		22.30	198.00	4,415.40
Kerry Stehn		161.30	193.00	31,130.90
Robert H. Tebbenkamp		488.60	182.00	88,925.20
TOTAL FOR LEGAL ASSISTANTS		912.50		\$173,491.70
LITIGATION SUPPORT				
Thomas D. Brock		1.00	97.00	97.00
Eduardo S. Ferreira		13.00	127.00	1,651.00
Brunilda Figueroa		44.80	127.00	5,689.60
Carlos Gonzalez		67.00	187.00	12,529.00
John S. Rapacciuolo		2.30	187.00	430.10
Brian J. Stempel		2.00	198.00	396.00
Jose L. Vialet		185.30	127.00	23,533.10
TOTAL FOR LITIGATION SUPPORT		315.40		\$44,325.80
MANAGING ATTORNEY'S OFFICE				
Joan A. Baffa		27.20	113.10	3,076.40
Manuel L. Erosa		30.70	201.13	6,174.80
Freelance		16.90	30.72	519.25
Marzena Hacker		22.00	84.00	1,848.00
Kevin Johnson		2.00	125.50	251.00
Amy Kokot		0.80	88.00	70.40
Tamara Kogan		47.50	88.00	4,180.00
Jonah Perry		15.40	124.00	1,909.60
Dana L. Saunders		23.50	88.00	2,068.00
Rafael F. Valdez		4.40	123.50	543.40
Jeanette Weir		55.70	88.00	4,901.60
TOTAL FOR MAO		246.10		\$25,542.45

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
All Timekeepers and All Matters (excluding Lawyer Non-Working Travel)
April 1, 2003 through December 9, 2003

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate¹</i>	<i>Fees</i>
PRACTICE SUPPORT				
Mary Ann Canuso		34.80	215.00	7,482.00
TOTAL FOR PRACTICE SUPPORT		34.80		\$7,482.00
FREELANCE LITIGATION SUPPORT				
Freelance		137.90	29.15	4,020.05
TOTAL FOR FREELANCE LITIGATION SUP.		137.90		\$4,020.05
TOTAL FOR ALL TIMEKEEPERS		13,219.50		6,714,507.40

Blended Rate for All Matters: \$507.92

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
Lawyer Travel (Non-Working)*
April 1, 2003 through December 9, 2003

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate¹</i>	<i>Fees</i>
PARTNERS				
Ralph C. Ferrara	(1970/1981)	46.70	763.15	35,639.00
Jeffrey P. Cunard	(1980/1989)	12.00	770.00	9,240.00
Joseph P. Moodhe	(1980/1990)	1.50	754.00	1,131.00
TOTAL FOR PARTNERS		60.20		46,010.00
ASSOCIATES				
Jeffrey S. Jacobson	(1995)	12.70	497.01	6,312.00
Collette B. Cunningham	(2000)	3.80	435.00	1,653.00
Gregory A. Diamond	(2002)	2.80	341.00	954.80
TOTAL FOR ASSOCIATES		19.30		8,919.80
TOTALS		79.50		54,929.80

Total Billed (50 percent): \$27,464.90

* This includes time incurred during travel for client matters, but not working during travel billed at 50 percent of regular billing rate.

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

Global Crossing Ltd.
Total Charges and Disbursements per Matter for the period April 1, 2003 through December 9, 2003

	Fee Application	Other Related Matters	Shareholder Class Action	ERISA Class Action	Gov't Investigations	Pender Litigation	Employment Law Claims	TOTALS
Agency Freelancer Expense	139.10	208.95	48,947.19	5,685.00	1,769.73			56,749.97
Beverages					0.45			0.45
Binding Service		10.00	2.50					12.50
Conference Room Catering	13.31	160.00	32.81	134.06				340.18
D&P Messenger Charge		17.55	375.06	70.50		5.93	45.00	514.04
Database Services	18.76	3,034.75	635.40	929.89	1,601.43	197.81		6,418.04
Document Retrieval Services		248.42	603.75	351.24	262.04	12,135.26	268.95	13,869.66
Express Deliveries and Outside Messengers	90.76	599.71	2,119.96	132.26	579.08	555.70	64.92	4,142.39
Fax Transmissions (15, 199 pages @ \$1.10 per page)		938.30	11,379.50	2,369.40	600.60	1,202.30	228.80	16,718.90
Filing Fees			150.00					150.00
Lawyer Meal Expense		676.09	2,822.98	215.73	415.82	521.94	977.29	5,629.85
Lawyer Out-of-Pocket Expenses		284.80	1,295.16	232.03	823.11	782.22	151.68	3,569.00
Lawyer Travel		9,259.45	17,553.86	4,269.70	33,268.17	1,693.86		66,045.04
LEXIS Services		3,392.94	14,209.60	292.66	5,596.61	6,347.28	2,054.49	31,893.58
Miscellaneous Expenses			1,155.79		5,647.82	21.25		6,824.86
Outside photocopying		1,024.38	40,292.24	6,274.88	707.00	1,430.80		49,729.30
Photocopying (150,415 copies @ \$0.10 per page)		2,042.60	8,629.40	667.70	530.40	2,738.30	433.10	15,041.50
Postage		3.74	300.29	10.10	13.20	0.82	3.37	331.52
Research Information Services		1,717.81	3,574.67	210.95	69.32	252.89		5,825.64
Telephone Conferencing and Outside Vendors		1,706.39	2,365.93	442.74	127.47	2,257.69		6,900.22
Telephone Toll Calls	0.12	969.66	1,046.16	204.96	206.03	288.38	11.26	2,726.57

Global Crossing Ltd.

Total Charges and Disbursements per Matter for the period April 1, 2003 through December 9, 2003

	Fee Application	Other Related Matters	Shareholder Class Action	ERISA Class Action	Gov't Investigations	Pender Litigation	Employment Law Claims	TOTALS
Transcript charges			444.77		1,142.30			1,587.07
Transportation Expense	63.25	2,582.14	10,035.66	1,009.26	4,121.81	2,930.04	475.65	21,217.81
Westlaw Services		3,740.46	80,726.15	10,120.83	4,276.05	21,830.46	18,189.58	138,883.53
Witness fees and expenses								
TOTALS	325.30	32,618.14	248,698.83	33,623.89	61,758.44	55,192.93	22,904.09	455,121.62

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Special Counsel to the Debtors

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

In re	)	Chapter 11 Case Nos.
	)	02-40187 (REG) through
GLOBAL CROSSING LTD., et al.	)	02-40241 (REG),
	)	02-11982 (REG),
Debtors.	)	02-13765 (REG)
	)	(Jointly Administered)

APPLICATION OF DEBEVOISE & PLIMPTON LLP FOR ORDER (I) ALLOWING AND APPROVING INTERIM COMPENSATION AND EXPENSE REIMBURSEMENT FOR THE PERIOD FROM APRIL 1, 2003 – DECEMBER 9, 2003; (II) ALLOWING AND APPROVING FINAL COMPENSATION AND EXPENSE REIMBURSEMENT FOR THE PERIOD FROM FEBRUARY 12, 2002 – DECEMBER 9, 2003; AND (III) AUTHORIZING THE DEBTORS TO PAY OUTSTANDING FEES AND EXPENSES

Debevoise & Plimpton LLP (“Debevoise”) hereby makes its application (the “Application”) to this Court, as special counsel for Global Crossing Ltd. (“Global Crossing” or the “Company”) and certain of its affiliates, as debtors and debtors-in-possession (collectively, “the Debtors”), (i) allowing and approving interim compensation for professional services rendered and reimbursement of expenses incurred from April 1, 2003 through December 9, 2003 (the “Covered Period”); (ii) allowing and approving final compensation for professional services rendered and reimbursement of expenses incurred from February 12, 2002 through December 9, 2003 (the “Retention Period”) and (iii) to the extent not already paid, authorizing the Debtors to

pay outstanding fees and expenses, all as further described herein. Debevoise respectfully represents in support hereof as follows:

1. This Application is made pursuant to Sections 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). Debevoise seeks an Order (i) granting interim allowance and approval of compensation for professional services rendered during the Covered Period in the amount of \$6,741,972.30, as well as reimbursement of expenses incurred during the Covered Period in the amount of \$455,121.62, for a total of \$7,197,093.92; (ii) granting final allowance and approval of compensation for professional services rendered during the Retention Period in the amount of \$26,486,208.53, as well as reimbursement of expenses incurred during the Retention Period in the amount of \$2,021,873.57, for a total of \$28,508,082.10; and (iii) directing the Debtors to pay to Debevoise all fees and expenses not heretofore paid during the Retention Period, including, but not limited to, \$2,301,581.00 due and owing for services rendered and expenses incurred during the Covered Period, as well as any other amounts previously held back pursuant to this Court’s Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated January 28, 2002 (as amended, modified or supplemented from time to time, the “Fee Procedures Order”), all as more fully set forth below. Any objection will be heard at the hearing for this Application, in accordance with the Fee Procedures Order.

2. Attached hereto as Exhibit A is a billing summary showing, for the Covered Period, the total hours billed to each project category, the composite hourly billing rate for the project category, and, for each professional or paraprofessional charging time to the project

category, his or her name, hourly rate and hours billed. Debevoise seeks allowance of payment for a total of 13,299 hours expended, including 11,652.3 hours of attorneys' time and 1,646.7 hours of paraprofessionals' time.¹ Attached hereto as Exhibit B is a breakdown of charges and expenses incurred during the Covered Period.²

Background

A. Generally

3. On January 28, 2002, April 24, 2002, August 4, 2002 and August 30, 2002, the Debtors commenced these cases under Chapter 11 of the Bankruptcy Code. The Debtors continue to manage their businesses and properties as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed herein.

¹ Debevoise has served printouts on this Court, the Office of the United States Trustee, the Debtors, counsel to the Official Committee of Unsecured Creditors, counsel to the Debtors' prepetition lenders, counsel to the Joint Provisional Liquidators, and the members of the Fee Committee reflecting, on a daily basis, the professionals and paraprofessionals recording time for these matters, how much time was recorded by each professional or paraprofessional and descriptions of the services provided. Due to the length and the sensitive nature of these individual service descriptions, Debevoise does not intend to file such printouts electronically.

² Debevoise has served printouts on this Court, the Office of the United States Trustee, the Debtors, counsel to the Official Committee of Unsecured Creditors, counsel to the Debtors' prepetition lenders, counsel to the Joint Provisional Liquidators, and the members of the Fee Committee reflecting an itemization of charges and expenses, including the date each charge was incurred, a description of the charge, and the individual incurring the expense, where applicable. Due to the length and the sensitive nature of these printouts, Debevoise does not intend to file such printouts electronically.

Reimbursement of some of the charges and disbursements incurred during the Covered Period but not included in Exhibit B might be sought in the future because bills for such charges and disbursements were not received, or Debevoise was otherwise unable to process such charges and disbursements through its internal accounting system, in time for inclusion in this Application.

4. This Court has jurisdiction over these cases and this Motion pursuant to 28 U.S.C. §§ 157 and 1334(b). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409(a) and Bankruptcy Rule 5005(a)(1).

5. No prior request has been made to this Court or any other court for the relief sought herein.

6. The Debtors' Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to an Order of this Court.

B. Retention of Debevoise and Case Status

7. The Debtors and/or certain of their current and former directors and officers (the "Directors and Officers") are currently defendants in more than 80 class action lawsuits and other cases alleging violations of securities laws, the Employee Retirement Income Security Act of 1974 ("ERISA"), and other laws. They also are or have been the subjects of Securities and Exchange Commission ("SEC") and United States Department of Justice ("DOJ") investigations relating to the Debtors' accounting practices. In addition, the United States Department of Labor ("DOL") is investigating related issues. In early February 2002, the Debtors selected Debevoise as special counsel for the securities, ERISA and other cases, the regulatory and government investigations, and other issues as they arose.

8. By Order dated March 25, 2002 (the "Retention Order"), a copy of which is attached hereto as Exhibit C, this Court authorized the Debtors to retain Debevoise as counsel pursuant to Sections 327(e) and 328(a) of the Bankruptcy Code, effective as of February 12, 2002.

9. On December 26, 2002, this Court confirmed the Debtors' Joint Plan of Reorganization (the "Plan"). The Plan became effective on December 9, 2003 (the "Effective Date").

C. **Previous Compensation of Debevoise.**

10. Under the Fee Procedures Order, each professional must file, in addition to monthly fee statements (each a “Fee Statement”), an application for interim or final Court approval and allowance of compensation and reimbursement of expenses pursuant to Section 331 of the Bankruptcy Code approximately every 150 days. Pursuant to the Fee Procedures Order, Debevoise submitted the following fee statements for the period February 12, 2002 through April 30, 2002 (the “First Fee Period”):

(a) On April 19, 2002, Debevoise submitted its first monthly fee statement in the amount of \$4,950,985.09, consisting of fees of \$4,730,276.30 and expenses of \$220,708.79 incurred from the Retention Date through March 31, 2002.

(b) On May 20, 2002, Debevoise submitted its second monthly fee statement in the amount of \$1,778,418.60, consisting of fees of \$1,551,369.90 and expenses of \$227,048.70 incurred from April 1, 2002 through April 30, 2002.

11. Pursuant to the Fee Procedures Order, on June 28, 2002, Debevoise filed with this Court its interim fee application for the First Fee Period (the “First Interim Application”), seeking allowance of \$6,031,646.20 in interim compensation for professional services rendered and \$420,790.66 in expense reimbursement.³ In response to a request by the Office of the United States Trustee (the “U.S. Trustee”), Debevoise agreed to bill all non-working travel time at 50% of its regular rates, and thus agreed to reduce the fees in its First Interim Application by \$21,970.90. As a result, Debevoise sought \$6,009,675.30 in its First Interim Application. By Order of this Court, dated August 7, 2002 (the “First Fee Order”), Debevoise was awarded

³ Before filing its First Interim Application, in response to a request by the Debtors, Debevoise agreed to discount by \$250,000 its fees for the period February 12, 2002 through March 31, 2002. Before this discount, the fees sought for the First Fee Period had totaled \$6,281,646.20.

interim fees in the amount of \$5,408,707.77 (representing 90% of its agreed compensation of \$6,009,675.30) and interim expenses in the amount of \$420,790.66, for a total amount of \$5,829,498.43. A copy of the First Fee Order is attached hereto as Exhibit D. Pursuant to the First Fee Order, the Court continued to hold back 10% of the fees sought by Debevoise in the First Interim Application.

12. Pursuant to the Fee Procedures Order, Debevoise submitted the following fee statements for the period May 1, 2002 through September 30, 2002 (the "Second Fee Period"):

- (a) On June 21, 2002, Debevoise submitted its third monthly fee statement in the amount of \$1,486,671.75, consisting of fees of \$1,354,483.80 and expenses of \$132,187.95 incurred from May 1, 2002 through May 31, 2002.
- (b) On July 19, 2002, Debevoise submitted its fourth monthly fee statement in the amount of \$1,588,255.37, consisting of fees of \$1,511,218.80 and expenses of \$77,036.57 incurred from June 1, 2002 through June 30, 2002.
- (c) On August 20, 2002, Debevoise submitted its fifth monthly fee statement in the amount of \$1,486,521.39, consisting of fees of \$1,366,024.85 and expenses of \$120,496.54 incurred from July 1, 2002 through July 31, 2002.
- (d) On September 20, 2002, Debevoise submitted its sixth monthly fee statement in the amount of \$750,064.06, consisting of fees of \$664,706.55 and expenses of \$85,357.51 incurred from August 1, 2002 through August 31, 2002.
- (e) On October 18, 2002, Debevoise submitted its seventh monthly fee statement in the amount of \$1,332,988.54, consisting of fees of \$1,223,973.20 and expenses of \$109,015.34 incurred from September 1, 2002 through September 30, 2002.

13. Pursuant to the Fee Procedures Order, on November 25, 2002, Debevoise filed its interim fee application for the Second Fee Period (the "Second Interim Application") with the Court, seeking allowance of \$6,117,145.00 in interim compensation for professional services rendered and \$521,938.31 in expense reimbursement. In response to a request by the committee appointed pursuant to the Fee Committee and Fee Procedures Protocol dated August 21, 2002 (the "Fee Committee"), Debevoise agreed to reduce its fees by \$7,656.00 and its expenses by \$33,504.00. By Order of this Court, dated June 4, 2003 (the "Second Interim Order"), Debevoise was awarded interim fees in the amount of \$4,887,591.20 (representing 80% of its agreed compensation of \$6,109,489.00) and interim expenses in the amount of \$488,434.31, for a total amount of \$5,376,025.51. A copy of the Second Interim Order is attached hereto as Exhibit E. Pursuant to the Second Fee Order and to the letter of the Fee Committee dated June 30, 2003, this Court continued to hold back (i) 20% of the fees sought by Debevoise in the Second Interim Application and (ii) 10% of the fees sought by Debevoise in the First Interim Application.

14. Pursuant to the Fee Procedures Order, Debevoise submitted the following fee statements for the period October 1, 2002 through March 31, 2003 (the "Third Fee Period"):

- (a) On November 20, 2002, Debevoise submitted its eighth monthly fee statement in the amount of \$1,338,955.84, consisting of fees of \$1,214,044.55 and expenses of \$124,911.29 incurred from October 1, 2002 through October 31, 2002.
- (b) On December 20, 2002, Debevoise submitted its ninth monthly fee statement in the amount of \$1,121,737.89, consisting of fees of \$994,733.22 and expenses of \$127,004.67 incurred from November 1, 2002 through November 30, 2002.

- (c) On January 21, 2003, Debevoise submitted its tenth monthly fee statement in the amount of \$1,175,166.66, consisting of fees of \$1,064,550.20 and expenses of \$110,616.46 incurred from December 1, 2002 through December 31, 2002.
- (d) On February 20, 2003, Debevoise submitted its eleventh monthly fee statement in the amount of \$1,599,259.34, consisting of fees of \$1,521,422.45 and expenses of \$77,836.89 incurred from January 1, 2003 through January 31, 2003.
- (e) On March 20, 2003, Debevoise submitted its twelfth monthly fee statement in the amount of \$1,744,605.73, consisting of fees of \$1,637,203.48 and expenses of \$107,402.25 incurred from February 1, 2003 through February 28, 2003.
- (f) On April 21, 2003, Debevoise submitted its thirteenth monthly fee statement in the amount of \$1,334,354.42, consisting of fees of \$1,193,853.05 and expenses of \$140,501.37 incurred from March 1, 2003 through March 31, 2003.

15. Pursuant to the Fee Procedures Order, on June 2, 2003, Debevoise filed its interim fee application for the Third Fee Period (the “Third Interim Application”) with the Court, seeking allowance of \$7,625,071.93 in interim compensation for professional services rendered and \$657,526.98 in expense reimbursement.⁴ By Order of this Court, dated December 16, 2003 (the “Third Fee Order”), Debevoise was awarded interim fees in the amount of \$6,100,057.54

⁴ Due to a drafting error, the summaries on the first three pages of the Third Interim Application incorrectly stated that the hours worked on these matters during the Third Fee Period totaled 16,772.80. This amount excluded the 189.3 hours of Non-Working Travel Time incurred during this period (which amount was billed at 50% of Debevoise’s regular fees). As further set forth in the Third Fee Application and herein, Debevoise’s actual hours for the Third Fee Period totaled 16,962.1. This clarification does not affect the fees and expenses for the Third Fee Period, for which Debevoise hereby seeks final approval. All other summaries and explanations of the hours, fees and expenses set forth in the Third Fee Application are, to the best of Debevoise’s knowledge, correct.

(representing 80% of its agreed compensation of \$7,625,071.93) and interim expenses in the amount of \$657,526.98, for a total amount of \$6,757,584.52. A copy of the Third Fee Order is attached hereto as Exhibit F.

16. The Third Fee Order also authorized the Debtors to release all amounts previously held back upon reaching the Effective Date. On December 10, 2003, Debevoise received payment of all amounts held back pursuant to the First Fee Order, the Second Fee Order and the Third Fee Order. Debevoise has no outstanding fees or expenses from the First, Second or Third Fee Period.

17. Pursuant to the Fee Procedures Order, Debevoise submitted the following fee statements for the period April 1, 2003 through the Effective Date (the "Fourth Fee Period"):

(a) On May 20, 2003, Debevoise submitted its fourteenth monthly fee statement (the "Fourteenth Fee Statement") in the amount of \$1,318,786.14, consisting of fees of \$1,234,731.85 and expenses of \$150,189.09 (less a credit of \$66,134.80)⁵ incurred from April 1, 2003 through April 30, 2003. On July 29, 2003, Debevoise received a payment of \$1,071,839.77, representing approximately 80% of the fees, or \$967,785.48, and 100% of the expenses requested in the Fourteenth Fee Statement.

(b) On June 20, 2003, Debevoise submitted its fifteenth monthly fee statement (the "Fifteenth Fee Statement") in the amount of \$1,082,705.68, consisting of fees of \$1,010,758.13 and expenses of \$71,947.55 incurred from May 1, 2003 through May 31, 2003. On September 3, 2003, Debevoise received a payment of

⁵ The adjustment to the Fourteenth Fee Statement represented a "crediting back" to the Debtors of the fees and expenses that Debevoise agreed to deduct from amounts billed during the First and Second Fee Periods, as further described in paragraphs 13 and 15 hereof.

\$880,554.05, representing approximately 80% of the fees, or \$808,606.50, and 100% of the expenses requested in the Fifteenth Fee Statement.

- (c) On July 21, 2003, Debevoise submitted its sixteenth monthly fee statement (the “Sixteenth Fee Statement”) in the amount of \$627,157.20, consisting of fees of \$622,750.15 and expenses of \$4,407.05 incurred from June 1, 2003 through June 30, 2003.
- (d) On August 20, 2003, Debevoise submitted its seventeenth monthly fee statement (the “Seventeenth Fee Statement”) in the amount of \$655,696.96, consisting of fees of \$599,714.41 and expenses of \$55,982.55 incurred from July 1, 2003 through July 31, 2003. On October 24, 2003, Debevoise received a payment of \$1,038,361.25, representing (i) approximately 80% of the fees, or \$498,200.12, and 100% of the expenses requested in the Sixteenth Fee Statement, and (ii) approximately 80% of the fees, or \$479,771.53, and 100% of the expenses requested in the Seventeenth Fee Statement.
- (e) On September 22, 2003, Debevoise submitted its eighteenth monthly fee statement (the “Eighteenth Fee Statement”) in the amount of \$431,584.70, consisting of fees of \$386,916.60 and expenses of \$44,668.10 incurred from August 1, 2003 through August 31, 2003.
- (f) On October 20, 2003, Debevoise submitted its nineteenth monthly fee statement (the “Nineteenth Fee Statement”) in the amount of \$762,964.82, consisting of fees of \$730,149.32 and expenses of \$32,815.50 incurred from September 1, 2003 through September 30, 2003.

- (g) On November 20, 2003, Debevoise submitted its twentieth monthly fee statement (the “Twentieth Fee Statement”) in the amount of \$1,073,550.80, consisting of fees of \$1,030,320.38 and expenses of \$43,230.42 incurred from October 1, 2003 through October 31, 2003. On December 10, 2003, Debevoise received payment of \$1,838,623.07, representing (i) approximately 80% of the fees, or \$309,533.28, and 100% of the expenses requested in the Eighteenth Fee Statement; (ii) approximately 80% of the fees, or \$584,119.46, and 100% of the expenses requested in the Nineteenth Fee Statement; and (iii) approximately 80% of the fees, or \$824,256.31, and 100% of the expenses requested in the Twentieth Fee Statement.
- (h) On December 22, 2003, Debevoise submitted its twenty-first monthly fee statement (the “Twenty-First Fee Statement”) in the amount of \$902,559.69, consisting of fees of \$873,655.97 and expenses of \$28,903.72 incurred from November 1, 2003 through November 30, 2003.
- (i) On January 20, 2004, Debevoise submitted its twenty-second monthly fee statement (the “Twenty-Second Fee Statement”) in the amount of \$224,759.52, consisting of fees of \$252,975.50 (less a credit of \$51,193.62)⁶ and expenses of \$22,977.64 incurred from December 1, 2003 through the Effective Date.

18. Debevoise has not yet received any payment in connection with its Twenty-First Fee Statement or its Twenty-Second Fee Statement. With respect to amounts sought during the Fourth Fee Period, the remainder of fees due and owing for services rendered during the period

⁶ The adjustment to the Twenty-Second Fee Statement reflected a “crediting back” to the Debtors of a previous overpayment.

April 1, 2003 through October 31, 2003, totaling \$1,123,068.16, have been held back pursuant to the Fee Procedures Order.

Summary of Legal Services Rendered During the Covered Period

19. During the Covered Period, Debevoise performed numerous professional services for the Debtors in connection with these Chapter 11 cases. Throughout the Covered Period, Debevoise has coordinated its work with that of the Company's bankruptcy counsel on a number of fronts, including managing certain litigation and advising in connection with SEC filings, monthly operating reports, and other disclosures. In view of the submission of Debevoise's complete daily time records, this Application only summarizes Debevoise's principal activities during the Covered Period segregated, to the extent practicable, by project categories as identified in Exhibit A.⁷

A. Shareholder Class Actions⁸

20. During the Covered Period, Debevoise devoted significant time and effort to responding to the numerous shareholder and investor actions, including:

- working on potential settlement and related insurance and other issues, including participation in mediation sessions with Magistrate Judge Dolinger, plaintiffs' counsel and co-counsel;
- reviewing recent filings and decisions; preparing various motions, responsive papers and correspondence, and researching related issues;

⁷ The Debtors maintain directors' and officers' liability insurance policies, as well as fiduciary insurance policies providing coverage to fiduciaries for actions relating to the Global Crossing Employee Retirement Savings Plan and the Global Crossing Change of Control Severance Plan. Pursuant to the Retention Order, the Debtors seek payment of Debevoise's fees, as appropriate, from the Debtors' insurance carriers.

⁸ In certain circumstances, the work done on these matters could be properly attributed to either the Shareholder Class Actions or the ERISA Cases. Where appropriate, several attorneys divided such time equally among both matters; others billed their time to one or the other matter, depending on their personal area of focus, even though the work could have related to both matters. There is no duplication of entries in Exhibit A, and no "double counting" of time.

- communicating with co-counsel, counsel for co-defendants and clients about litigation status, case management and strategy; and
- communicating with plaintiffs' counsel about case-management and settlement issues.

Total Hours: 6,169.1

B. ERISA Actions⁷

21. During the Covered Period, Debevoise spent considerable time and effort responding to the numerous ERISA actions, including:

- working on potential settlement and related insurance and other issues, including participation in mediation sessions with Magistrate Judge Dolinger, plaintiffs' counsel and co-counsel;
- continued communication with the U.S. Department of Labor (the "DOL") and giving attention to certain DOL inquiries and related matters;
- reviewing recent filings and decisions; preparing various motions, responsive papers and correspondence, and researching related issues;
- giving advice on procedures for Gary Winnick's contribution toward 401(k) plan losses;
- communicating with co-counsel, counsel for co-defendants and clients about litigation status, case management and strategy; and
- communicating with plaintiffs' counsel about case-management and settlement issues.

Total Hours: 1,711.8

C. Government Investigations

22. During the Covered Period, Debevoise provided a vast array of services with regard to the various investigations being conducted against the Debtors, including:

- Continuing discussions with the SEC, clients, counsel for co-defendants and co-counsel pertaining to the resolution of the SEC's pending investigation, and researching related issues.

Total Hours: 1,439.2

D. **Pender Litigation**

23. During the Covered Period, Debevoise devoted time to matters relating to the ongoing dispute over the scope of an insurance policy issued by Pender Insurance Limited (“Pender”), including:

- researching pressing matters relating to insurance coverage, and drafting correspondence, memoranda and court filings regarding the same;
- attempting to arrange a procedure to resolve insurance coverage disputes; and
- communicating with Pender’s counsel and with attorneys for the Shareholder Class Action and ERISA plaintiffs about coverage issues and possible resolutions.

Total Hours: 1,637.7

E. **Employment Law Claims**⁹

- preparing and filing motion and other papers and researching related issues, and discussing litigation status, case management and strategy;
- communicating with plaintiff’s counsel regarding a potential settlement and other matters; and
- giving attention to certain insurance issues.

Total Hours: 784.8

⁹ One of the cases (the *Olofson* case) currently proceeding against certain former Directors and Officers asserts tort claims arising from the alleged termination of Olofson’s employment, as well as a defamation claim against one former Director. Those claims, including related fees and expenses, ultimately might be covered by an Employment Practices Liability insurance policy (the “EPL Policy”). To date, the Debtors have been submitting fee statements to the Debtors’ directors and officers liability insurers because the fees and expenses so far are not being otherwise reimbursed under the EPL policy. Should the EPL Policy become an available resource, the Debtors and Debevoise will seek this Court’s authorization, if necessary, to use that policy’s proceeds to pay Debevoise’s fees and expenses in connection with the *Olofson* case.

F. **Other Related Matters**

24. During the Covered Period, Debevoise devoted time to matters relating to the maintenance of the bankruptcy proceedings and administration of the Debtors' day-to-day affairs, including:

- researching certain corporate governance, tax and auditing issues and assisting the Debtors with certain SEC reporting and compliance matters;
- coordinating with Debtors' counsel on various representation issues; and
- giving continued attention to matters relating to insurance coverage.

Total Hours: 1,415.1

G. **Fee Application**

25. This category applies to time spent preparing Interim Fee Applications and preparing for and attending related hearings.

Total Hours: 61.8¹⁰

H. **Non-Working Travel Time**

26. Debevoise has segregated all time spent traveling with respect to these matters, but not spent working on these matters. Fees associated with such travel time have been reduced by 50%. No fees have been billed to the Debtor for time spent traveling on these matters during which the timekeeper was working on matters for other clients.

Total Hours: 79.5

Final Compensation Requested by Debevoise

27. By this Application, Debevoise also requests final allowance of \$28,508,082.10 for the Complete Compensation Period, representing \$26,486,208.53 as compensation for

¹⁰ Debevoise's request for reimbursement for time spent preparing its Third Interim Fee Application amounts to less than 1% of the total fees requested. This is substantially below the 5% maximum threshold requested by the Fee Committee.

professional services rendered and \$2,021,873.57 as reimbursement for actual and necessary expenses Debevoise incurred. Attached as Exhibit G are billing summaries showing, for the Retention Period, the total hours billed to each project category, the aggregate fees and expenses billed to each project category, and, for each professional or paraprofessional charging time to Global Crossing matters, his or her name, hourly rate and hours billed to these matters during the Retention Period. Attached hereto as Exhibit H is a breakdown of charges and expenses incurred during the Retention Period.

28. As further set forth in the Summary preceding this Application, in accordance with Debevoise's prior fee applications in these Chapter 11 cases, which have been approved on an interim basis by this Court pursuant to the First Fee Order, the Second Fee Order and the Third Fee Order, respectively, Debevoise has received \$19,744,236.23 in fees and \$1,566,751.95 in actual and necessary disbursements, for a total of \$21,310,988.18. During the Fourth Fee Period, Debevoise has received \$4,492,272.66 for services rendered and \$403,240.26 for actual and necessary disbursements, for a total of \$4,492,272.66. Accordingly, \$2,301,581.00 remains due and owing by the Debtors to Debevoise, representing holdbacks on fees incurred from April 1, 2003 through October 1, 2003, plus fees and disbursements incurred but unpaid from November 1, 2003 through the Effective Date.

Value of Services

29. Debevoise is aware of the criteria in Section 330 of the Bankruptcy Code for determining the reasonableness of the compensation sought thereunder, including (i) the time spent on providing the services, (ii) the rates charged for such services, (iii) whether the services were necessary to the administration of the Chapter 11 cases and beneficial for the estates at the time that they were rendered, (iv) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance and nature of each particular

problem, issue or task addressed, and (v) the customary compensation charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code. Debevoise respectfully submits that the compensation it is seeking for the services it rendered to the Debtors during the Covered Period is reasonable under the above criteria.

30. Debevoise's professional services required the expenditure of substantial time and effort by the firm's attorneys and paraprofessionals, often to the exclusion of services to other clients of the firm. During the Covered Period, Debevoise's attorneys and paraprofessionals spent approximately 11,652.3 hours and 1,646.7 hours, respectively, in rendering the necessary professional services for which compensation is sought.

31. During the Retention Period, Debevoise's attorneys and paraprofessionals spent approximately 47,469.6 hours and 16,487 hours, respectively, in rendering the necessary professional services for which compensation is sought.

32. Debevoise has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, legal assistants and other paraprofessionals at Debevoise so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was required, by the lowest hourly-rate professional appropriate for a particular matter.

33. Accordingly, the reasonable value of the services rendered by Debevoise during the Covered Period is \$6,741,972.30.

34. The reasonable value of the services rendered by Debevoise during the Retention Period is \$26,486,208.53.

35. Debevoise submits that its services have conferred substantial benefit on the Debtors and their estates and have furthered the Debtors' ultimate goals in these Chapter 11

cases. Debevoise has expended extraordinary time and effort to oversee the sprawling shareholder and ERISA litigation and government investigations, and to attend to numerous intricate related matters as they arose. The time and effort required of Debevoise to administer these matters, as well as the variety and complexity of the legal issues that have arisen during the Covered Period, have been briefly summarized in this Application. Debevoise has been required to furnish extensive services that have often fully occupied the time of the attorneys involved to the exclusion of other firm matters. If this were not a case under the Bankruptcy Code, Debevoise would charge the Debtors and expect to receive on a current basis an amount at least equal to the amount requested herein for the professional services rendered.

Reimbursement of Expenses

36. Debevoise requests allowance and approval of reimbursement of actual, necessary expenses incurred in connection with the professional services rendered during the Covered Period in the amount of \$455,121.62.

37. Debevoise also requests final allowance and approval of reimbursement of actual, necessary expenses incurred in connection with the professional services rendered during the Retention Period of \$2,021,873.57.

38. Debevoise submits that the expenses it has incurred for attorney and paraprofessional overtime charges are reimbursable under the Administrative Orders, the U.S. Trustee Guidelines, and the recommendations of the Fee Committee. The time constraints frequently imposed by the circumstances of these cases have required Debevoise's attorneys and paraprofessionals to devote substantial amounts of time during the evenings and on weekends to the performance of necessary legal services for the Debtors. These extraordinary services were necessary to meet deadlines, satisfy the demands of the numerous government entities, and manage the shareholder and ERISA litigation. Consequently, Debevoise's personnel have been

required to incur overtime expenses in the discharge of certain of their professional responsibilities. Debevoise has made every effort to minimize these charges, and these charges were incurred only where, in the judgment of Debevoise's relevant professionals, they were necessary for the conduct of the case. The overtime charges reflected are for expenses actually paid and are billed at rates and in accordance with practices customarily employed by Debevoise and generally accepted by Debevoise's clients. Although Debevoise submits that overtime expenses incurred by secretarial personnel are reimbursable under the Administrative Orders and the U.S. Trustee Guidelines, Debevoise has not billed for secretarial overtime charges pursuant to an agreement between Debevoise and the Fee Committee.

39. Moreover, consistent with Debevoise's policy, attorneys and paraprofessionals who worked outside of normal business hours were reimbursed for their reasonable meal costs and their cost for transportation home. Debevoise'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 other out-of-pocket disbursements incurred during the regular course of the rendition of services. All meal expenses included in this application satisfy the per-meal maximum charges and billing guidelines recommended by the Fee Committee.

40. Debevoise also submits that expenses incurred during ordinary business hours for library services and word processing are reimbursable under the Administrative Orders because such charges are not included in Debevoise's overhead for the purpose of setting its billing rates. Rather, Debevoise recognizes that different clients use such services in different amounts and bills each client accordingly. However, pursuant to an agreement between Debevoise and the Fee Committee, Debevoise has not billed for expenses pertaining to library services and word processing and document production.

41. Debevoise's charges for computer research, toll calls, postage, messenger services, overnight deliveries and car services are based on their actual cost to the firm.

42. Charges for courier, messenger services and car services have been minimized wherever possible. Such services were used only where less expensive means were impracticable.

43. For the purposes of this Fourth Interim Application, Debevoise has reduced its ordinary duplicating charges to \$.10 per page and its outgoing telecopy charges to \$1.10 per page.

Rule 2016 Statements

44. Debevoise has received no payment for the services rendered in connection with these Chapter 11 cases, and has received no promise of payment for such services, other than in accordance with the Orders of this Court.

45. No previous allowance has been made to Debevoise for the services rendered and expenses incurred during the Covered Period, nor has Debevoise made any previous application for those services and expenses to this or any other Court, other than through the regular monthly Fee Statements filed pursuant to the Compensation Procedures Order.

46. By this Application, Debevoise seeks payment of compensation of any fees and expenses requested and not yet paid, less any applicable credits, as further described herein.

47. No agreement or understanding exists between Debevoise and any other person for the sharing of compensation received or to be received for services rendered in, or in connection with, these Chapter 11 cases.

48. Except as otherwise stated in the Retention Order, upon information and belief, the source of all compensation promised to be paid to Debevoise by the Debtors is revenues from the Debtors' business operations.

Waiver of Memorandum of Law

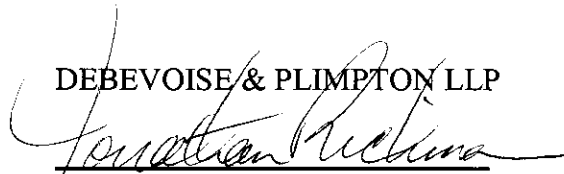
Debevoise submits that the relief sought herein does not raise any novel issues of law. Accordingly, Debevoise respectfully requests that the Court waive the requirement contained in Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that a separate memorandum of law be submitted.

Notice

In accordance with the Fee Procedures Order, notice of this Application has been provided to: (a) John B. McShane, Esq., General Counsel for Global Crossing Ltd., (b) the Office of the United States Trustee (attn: Lauren Landsbaum, Esq.), (c) Weil, Gotshal & Manges LLP (attn: Paul Basta, Esq.), (d) Milbank, Tweed, Hadley & McCloy (attn: Luc A. Despins, Esq., Allan Brilliant, Esq.), (e) Brown Rudnick Berlack Israels LLP (attn: Edward S. Weisfelner, Esq., John P. Biedermann, Esq.); (f) KPMG (attn: Jane Moriarty, Philip Wallace, Malcolm Butterfield); (g) Shearman & Sterling (attn: James L. Garrity, Esq.); and (h) the members of the Fee Committee. The Debtors submit that no other or further notice need be provided.

WHEREFORE, Debevoise respectfully requests that this Court enter an Order (i) granting interim allowance and approval of compensation for professional services rendered during the Covered Period in the amount of \$6,741,972.30, as well as reimbursement of expenses incurred during the Covered Period in the amount of \$455,121.62, for a total of \$7,197,093.92; (ii) granting final allowance and approval of compensation for professional services rendered during the Retention Period in the amount of \$26,486,208.53, as well as reimbursement of expenses incurred during the Retention Period in the amount of \$2,021,873.57, for a total of \$28,508,082.10; (iii) directing the Debtors to pay to Debevoise all fees and expenses not heretofore paid during the Retention Period, including, but not limited, to \$2,301,581.00 due and owing for services rendered and expenses incurred during the Covered Period, as well as any other amounts previously held back by this Court or pursuant to the Fee Procedures Order, all as further described herein; and (iv) granting such other and further relief as this Court may deem just and proper.

DEBEVOISE & PLIMPTON LLP



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Jonathan E. Richman (JR 2491)

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Special Counsel to the Debtors

Dated: February 9, 2004

Exhibit A

Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
Shareholder Class Actions
April 1, 2003 through December 9, 2003

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate¹</i>	<i>Fees</i>
PARTNERS				
Ralph C. Ferrara	(1970/1981)	418.60	764.96	320,211.60
Michael E. Wiles	(1978/1987)	2.70	767.04	2,071.00
Jeffrey P. Cunard	(1980/1989)	215.90	767.53	165,710.20
Joseph P. Moodhe	(1980/1990)	2.00	770.00	1,540.00
John B. Missing	(1982/2002)	148.60	764.45	113,597.00
Colby A. Smith	(1987/1996)	353.70	742.49	262,618.50
Jonathan R. Tuttle	(1992/2000)	26.10	638.00	16,651.80
TOTAL FOR PARTNERS		1,167.60		882,400.10
COUNSEL				
Phillip D. Parker	(1975)	8.00	578.00	4,624.00
Ann M. Ashton	(1980)	817.80	574.81	470,081.40
Jonathan E. Richman	(1982)	1,179.30	572.94	675,667.90
Timothy K. Beeken	(1991)	0.40	578.00	231.20
TOTAL FOR COUNSEL		2,005.50		1,150,604.50
ASSOCIATES				
Jeffrey S. Jacobson	(1995)	369.00	505.55	186,548.00
Carl Riehl	(1995)	74.80	496.75	37,156.90
Suzanne M. Grosso	(1997)	124.40	484.00	60,209.60
Kevin C. Lombardi	(1997)	243.80	486.12	118,516.20
Scott Ruskay-Kidd	(1997)	34.80	495.00	17,226.00
Heather Capell	(1998)	285.60	473.29	135,172.40
Beth A. Collier	(1998)	25.90	451.00	11,680.90
Anne C. Meyer	(1998)	2.40	451.00	1,082.40
Ada Fernandez Johnson	(1998)	1.00	495.00	495.00
Ellen Marcus	(1999)	21.60	427.06	9,224.40
Daniel J. Spillane	(1999)	4.80	433.17	2,079.20
Kristian Borg-Olivier	(2000)	14.60	380.00	5,548.00
Winsome G. Gayle	(2000)	79.20	426.25	33,759.00
William Rhee	(2000)	110.50	418.43	46,236.00
Yosef Rothstein	(2000)	83.10	380.00	31,578.00
Jennifer C. Argabright	(2000)	49.00	435.00	21,315.00
Collette B. Cunningham	(2000)	40.10	435.00	17,443.50
Jeffrey A. Alberts	(2001)	240.00	369.34	88,641.70

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
Shareholder Class Actions
April 1, 2003 through December 9, 2003

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate¹</i>	<i>Fees</i>
ASSOCIATES CONT'D				
Rachel Jaffe Mauceri	(2001)	25.50	384.42	9,802.80
Joseph J.M. Orabona	(2002)	9.80	275.80	2,702.80
Robert H. Chandler	(2002)	54.40	341.00	18,550.40
Julie Ahrens	(2002)	2.20	341.00	750.20
Gregory A. Diamond	(2002)	34.60	341.00	11,798.60
Christopher T. Hines	(2002)	14.00	341.00	4,774.00
Or Baron	(2002)	51.10	341.00	17,425.10
Maria Lin	(2002)	7.90	341.00	2,693.90
Lynnise Phillips	(2003)	12.30	275.00	3,382.50
TOTAL FOR ASSOCIATES		2,016.40		895,792.50
LEGAL ASSISTANTS				
Charlotte R. Gatto		1.60	204.00	326.40
Frank W. Green		1.70	209.00	355.30
Steven A. Horner		70.30	204.00	14,341.20
Tami L. McGreer		95.70	204.00	19,522.80
John Rielly		1.10	204.00	224.40
Gregory A. Senn		1.50	198.00	297.00
Kerry Stehn		58.00	193.00	11,194.00
Robert H. Tebbenkamp		455.10	182.00	82,828.20
TOTAL FOR LEGAL ASSISTANTS		685.00		129,089.30
LITIGATION SUPPORT				
Thomas D. Brock		1.00	97.00	97.00
Brunilda Figueroa		44.80	127.00	5,689.60
Carlos Gonzalez		7.80	187.00	1,458.60
John S. Rapacciuolo		2.20	187.00	411.40
Jose L. Vialet		18.90	127.00	2,400.30
TOTAL FOR LITIGATION SUPPORT		74.70		10,056.90

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

**Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
Shareholder Class Actions
April 1, 2003 through December 9, 2003**

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate¹</i>	<i>Fees</i>
MANAGING ATTORNEY'S OFFICE				
Joan A. Baffa		2.50	108.28	270.70
Manuel L. Erosa		24.00	203.06	4,873.40
Freelance		8.40	26.50	222.60
Kevin Johnson		1.00	127.00	127.00
Tamara Kogan		31.90	88.00	2,807.20
Jonah Perry		10.90	124.00	1,351.60
Dana L. Saunders		17.00	88.00	1,496.00
Rafael F. Valdez		3.40	124.53	423.40
Jeanette Weir		36.20	88.00	3,185.60
TOTAL FOR MAO		135.30		14,757.50
FREELANCE LITIGATION SUPPORT				
Freelance		84.60	29.63	2,506.76
TOTAL FOR FREELANCE LITIGATION SUP.		84.60		2,506.76
TOTALS		6,169.10		3,085,207.56

Blended Rate for Shareholder Class Actions: \$500.11

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
ERISA Class Actions
April 1, 2003 through December 9, 2003

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate</i> ¹	<i>Fees</i>
PARTNERS				
Ralph C. Ferrara	(1970/1981)	127.10	765.22	97,259.00
David A. Duff	(1972/1983)	69.20	760.61	52,634.40
Jeffrey P. Cunard	(1980/1989)	24.20	767.88	18,582.80
Joseph P. Moodhe	(1980/1990)	111.10	760.02	84,438.20
John B. Missing	(1982/2002)	11.90	761.31	9,059.60
Colby A. Smith	(1987/1996)	42.50	742.99	31,576.90
Jonathan R. Tuttle	(1992/2000)	6.50	638.00	4,147.00
TOTAL FOR PARTNERS		392.50		297,697.90
COUNSEL				
Ann M. Ashton	(1980)	458.80	574.72	263,682.70
Jonathan E. Richman	(1982)	321.30	575.65	184,955.70
TOTAL FOR COUNSEL		780.10		448,638.40
ASSOCIATES				
Jeffrey S. Jacobson	(1995)	11.60	501.74	5,820.20
Kevin C. Lombardi	(1997)	59.70	488.00	29,133.50
Heather Capell	(1998)	18.60	455.97	8,481.00
Sarah Downie	(1998)	1.00	495.00	495.00
Daniel J. Spillane	(1999)	114.10	434.60	49,588.40
Winsome G. Gayle	(2000)	5.20	380.00	1,976.00
William Rhee	(2000)	24.30	435.00	10,570.50
Bernard J. Schwartz	(2000)	25.50	435.00	11,092.50
Lindsay K. Blanco	(2001)	29.70	340.62	10,116.40
Jeffrey A. Alberts	(2001)	106.10	385.00	40,848.50
Parvin Daphne Moyne	(2002)	31.10	270.00	8,397.00
TOTAL FOR ASSOCIATES		426.90		176,519.00

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
ERISA Class Actions
April 1, 2003 through December 9, 2003

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate</i> ¹	<i>Fees</i>
LEGAL ASSISTANTS				
Tami L. McGreer		16.00	204.00	3,264.00
Gregory A. Senn		1.80	198.00	356.40
Kerry Stehn		33.70	193.00	6,504.10
Robert H. Tebbenkamp		8.70	182.00	1,583.40
TOTAL FOR LEGAL ASSISTANTS		60.20		11,707.90
MANAGING ATTORNEY'S OFFICE				
Joan A. Baffa		23.60	114.19	2,694.80
Manuel L. Erosa		0.80	186.00	148.80
Freelance		4.10	26.50	108.65
Kevin Johnson		1.00	124.00	124.00
Tamara Kogan		5.90	88.00	519.20
Dana L. Saunders		2.70	88.00	237.60
Jeanette Weir		9.10	88.00	800.80
Jonah Perry		4.50	124.00	558.00
Rafael F. Valdez		0.40	120.00	48.00
TOTAL FOR MAO		52.10		5,239.85
TOTALS		1,711.80		939,803.05

Blended Rate for ERISA Class Actions: \$549.01

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
Government Investigations
April 1, 2003 through December 9, 2003

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate¹</i>	<i>Fees</i>
PARTNERS				
Ralph C. Ferrara	(1970/1981)	140.00	761.55	106,617.60
Jeffrey P. Cunard	(1980/1989)	194.40	765.29	148,772.80
John B. Missing	(1982/2002)	3.00	748.00	2,244.00
Colby A. Smith	(1987/1996)	25.30	738.47	18,683.30
Peter J. Loughran	(1989/1998)	55.20	682.00	37,646.40
TOTAL FOR PARTNERS		417.90		313,964.10
COUNSEL				
Ann M. Ashton	(1980)	53.60	576.26	30,887.30
Jonathan E. Richman	(1982)	1.10	568.00	624.80
TOTAL FOR COUNSEL		54.70		31,512.10
ASSOCIATES				
Jeffrey S. Jacobson	(1995)	28.70	499.15	14,325.50
Kevin C. Lombardi	(1997)	240.00	489.51	117,482.20
Heather Capell	(1998)	213.00	475.71	101,325.40
Anne C. Meyer	(1998)	44.00	456.30	20,077.20
Joseph E. Bartel	(2002)	23.00	270.00	6,210.00
Jocelyn C. Bramble	(2002)	94.60	341.00	32,258.60
Joseph J.M. Orabona	(2002)	2.00	270.00	540.00
Sean D. Wissman	(2002)	28.50	270.00	7,695.00
TOTAL FOR ASSOCIATES		673.80		299,913.90
LEGAL ASSISTANTS				
Gregory A. Senn		9.10	198.00	1,801.80
Kerry Stehn		5.30	193.00	1,022.90
TOTAL FOR LEGAL ASSISTANTS		14.40		2,824.70

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

**Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
Government Investigations
April 1, 2003 through December 9, 2003**

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate¹</i>	<i>Fees</i>
LITIGATION SUPPORT				
Eduardo S. Ferreira		13.00	127.00	1,651.00
Carlos Gonzalez		53.90	187.00	10,079.30
John S. Rapacciuolo		0.10	187.00	18.70
Brian J. Stempel		2.00	198.00	396.00
Jose L. Vialet		166.40	127.00	21,132.80
TOTAL FOR LITIGATION SUPPORT		235.40		33,277.80
MANAGING ATTORNEY'S OFFICE				
Manuel L. Erosa		2.00	186.00	372.00
Jeanette Weir		0.70	88.00	61.60
TOTAL FOR MAO		2.70		433.60
FREELANCE LITIGATION SUPPORT				
Freelance		40.30	27.98	1,127.47
TOTAL FOR FREELANCE LITIGATION SUP.		40.30		1,127.47
TOTALS		1,439.20		683,053.67

Blended Rate for Government Investigations: \$474.61

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
Pender Litigation
April 1, 2003 through December 9, 2003

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate¹</i>	<i>Fees</i>
PARTNERS				
Arthur L. Marriott	(1966/1997)	89.80	787.00	70,672.60
Ralph C. Ferrara	(1970/1981)	89.70	754.00	67,633.80
David A. Duff	(1972/1983)	0.8	754.00	603.20
Michael E. Wiles	(1978/1987)	16.4	754.00	12,365.60
David W. Rivkin	(1979/1988)	11.50	754.00	8,671.00
Jeffrey P. Cunard	(1980/1989)	53.40	754.00	40,263.60
Joseph P. Moodhe	(1980/1990)	1.00	754.00	754.00
John B. Missing	(1982/2002)	201.60	748.00	150,796.80
Colby A. Smith	(1987/1996)	187.90	737.00	138,482.30
TOTAL FOR PARTNERS		652.10		490,242.90
COUNSEL				
Ann M. Ashton	(1980)	84.80	567.00	48,081.60
Jonathan E. Richman	(1982)	94.80	567.05	53,756.00
Zarina Bhesania	(1991)	37.30	567.32	21,161.20
TOTAL FOR COUNSEL		216.90		122,998.80
ASSOCIATES				
Jeffrey S. Jacobson	(1995)	3.20	495.00	1,584.00
Kevin C. Lombardi	(1997)	45.50	484.00	22,022.00
Heather Capell	(1998)	12.50	451.00	5,637.50
Ada Fernandez Johnson	(1998)	64.80	477.69	30,954.00
Natalie S. Klein	(1999)	128.60	424.00	54,526.40
Ellen Marcus	(1999)	34.10	424.00	14,458.40
Polly Pope	(1999)	129.60	424.00	54,950.40
Deborah Ruff	(1999)	15.80	424.00	6,699.20
Erik Bierbauer	(1999)	11.10	424.00	4,706.40
Winsome G. Gayle	(2000)	18.70	380.00	7,106.00
William Rhee	(2000)	227.10	380.00	86,298.00
Joshua A. Berman	(2000)	13.80	380.00	5,244.00
Steven Friel	(2001)	11.70	336.00	3,931.20
Rachel Jaffe Mauceri	(2001)	22.20	337.10	7,483.70
Sean D. Wissman	(2002)	0.30	270.00	81.00
TOTAL FOR ASSOCIATES		739.00		305,682.20

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

**Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
Pender Litigation
April 1, 2003 through December 9, 2003**

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate¹</i>	<i>Fees</i>
LEGAL ASSISTANTS				
Tami L. McGreer		4.30	204.00	877.20
Gregory A. Senn		6.50	198.00	1,287.00
Kerry Stehn		16.30	193.00	3,145.90
Robert H. Tebbenkamp		0.30	182.00	54.60
TOTAL FOR LEGAL ASSISTANTS		27.40		5,364.70
MANAGING ATTORNEY'S OFFICE				
Joan A. Baffa		0.80	91.00	72.80
Manuel L. Erosa		1.50	186.00	279.00
TOTAL FOR MAO		2.30		351.80
TOTALS		1,637.70		924,640.40

Blended Rate for Pender Litigation: \$564.60

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
Employment Law Claims
April 1, 2003 through December 9, 2003

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate¹</i>	<i>Fees</i>
PARTNERS				
Ralph C. Ferrara	(1970/1981)	0.60	770.00	462.00
John B. Missing	(1982/2002)	4.10	766.24	3,141.60
Colby A. Smith	(1987/1996)	9.00	742.40	6,681.60
TOTAL FOR PARTNERS		13.70		10,285.20
COUNSEL				
Jonathan E. Richman	(1982)	145.10	577.66	83,818.30
TOTAL FOR COUNSEL		145.10		83,818.30
ASSOCIATES				
Jeffrey S. Jacobson	(1995)	218.30	509.53	111,230.70
Kevin C. Lombardi	(1997)	0.50	495.00	247.50
Collette B. Cunningham	(2000)	204.00	424.30	86,556.50
Ann Marie Preissler	(2002)	135.20	301.82	40,806.60
Julie Ahrens	(2002)	38.40	341.00	13,094.40
TOTAL FOR ASSOCIATES		596.40		251,935.70
LEGAL ASSISTANT				
Robert H. Tebbenkamp		24.50	182.00	4,459.00
TOTAL FOR LEGAL ASSISTANT		24.50		4,459.00
MANAGING ATTORNEY'S OFFICE				
Manuel L. Erosa		1.30	209.00	271.70
Tamara Kogan		3.80	88.00	334.40
TOTAL FOR MAO		5.10		606.10
TOTALS		784.80		351,104.30

Blended Rate for Employment Law Claims: \$447.38

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
Other Related Matters
April 1, 2003 through December 9, 2003

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate</i> ¹	<i>Fees</i>
PARTNERS				
Ralph C. Ferrara	(1970/1981)	54.80	764.16	41,876.00
Jeffrey P. Cunard	(1980/1989)	39.90	768.60	30,667.00
Joseph P. Moodhe	(1980/1990)	2.80	770.00	2,156.00
John B. Missing	(1982/2002)	133.20	765.26	101,932.60
E. Pagel Serebransky	(1984/1995)	7.00	754.00	5,278.00
Colby A. Smith	(1987/1996)	35.80	740.92	26,525.00
Peter J. Loughran	(1989/1998)	163.50	714.11	116,757.30
TOTAL FOR PARTNERS		437.00		325,191.90
COUNSEL				
Phillip D. Parker	(1975)	59.50	578.00	34,391.00
Jonathan E. Richman	(1982)	20.10	577.56	11,609.00
TOTAL FOR COUNSEL		79.60		46,000.00
ASSOCIATES				
Jeffrey S. Jacobson	(1995)	23.90	504.67	12,061.70
Kevin C. Lombardi	(1997)	39.10	488.75	19,110.30
Heather Capell	(1998)	223.80	490.81	109,843.80
Ada Fernandez Johnson	(1998)	0.40	451.00	180.40
Anne C. Meyer	(1998)	154.10	493.52	76,050.70
Sarah Downie	(1998)	2.80	495.00	1,386.00
Daniel J. Spillane	(1999)	4.30	463.91	1,994.80
Ellen Marcus	(1999)	3.40	424.00	1,441.60
Winsome G. Gayle	(2000)	1.00	380.00	380.00
William Rhee	(2000)	0.40	435.00	174.00
Rachel Jaffe Mauceri	(2001)	14.30	364.10	5,206.60
Joseph E. Bartel	(2002)	4.00	270.00	1,080.00
Joseph J.M. Orabona	(2002)	165.20	340.44	56,240.90
Jocelyn C. Bramble	(2002)	7.20	341.00	2,455.20
Sean D. Wissman	(2002)	86.80	331.02	28,732.60
Katherine Katsens	(2003)	10.00	275.00	2,750.00
TOTAL FOR ASSOCIATES		740.70		319,088.60

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
Other Related Matters
April 1, 2003 through December 9, 2003

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate</i> ¹	<i>Fees</i>
LEGAL ASSISTANTS				
Steven A. Horner		0.20	204.00	40.80
Frank W. Green		0.30	209.00	62.70
Gregory A. Senn		3.40	198.00	673.20
Charlotte R. Gatto		6.10	204.00	1,244.40
Kerry Stehn		47.60	193.00	9,186.80
TOTAL FOR LEGAL ASSISTANTS		57.60		11,207.90
PRACTICE SUPPORT				
Mary Ann Canuso		34.80	215.00	7,482.00
TOTAL FOR PRACTICE SUPPORT		34.80		7,482.00
LITIGATION SUPPORT				
Carlos Gonzalez		5.30	187.00	991.10
TOTAL FOR LITIGATION SUPPORT		5.30		991.10
MANAGING ATTORNEY'S OFFICE				
Joan A. Baffa		0.30	127.00	38.10
Manuel L. Erosa		1.10	209.00	229.90
Marzena Hacker		22.00	84.00	1,848.00
Tamara Kogan		4.40	88.00	387.20
Dana L. Saunders		3.80	88.00	334.40
Amy Kokot		0.80	88.00	70.40
Jeanette Weir		9.70	88.00	853.60
Freelance		4.40	42.72	188.00
Rafael F. Valdez		0.60	120.00	72.00
TOTAL FOR MAO		47.10		4,021.60
FREELANCE LITIGATION SUPPORT				
Freelance Litigation Support		13.00	29.68	385.82
TOTAL FOR FREELANCE LIT. SUPPORT		13.00		385.82
TOTALS		1,415.10		714,368.92

Blended Rate for Other Related Matters: \$504.82

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

**Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
Fee Application
April 1, 2003 through December 9, 2003**

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate¹</i>	<i>Fees</i>
PARTNERS				
John B. Missing	(1982/2002)	1.00	748.00	748.00
Colby A. Smith	(1987/1996)	0.80	737.00	589.60
TOTAL FOR PARTNERS		1.80		1,337.60
COUNSEL				
Jonathan E. Richman	(1982)	0.80	567.00	453.60
TOTAL FOR COUNSEL		0.80		453.60
ASSOCIATES				
Jeffrey S. Jacobson	(1995)	4.60	499.80	2,299.10
Rachel Jaffe Mauceri	(2001)	9.70	337.01	3,269.00
TOTAL FOR ASSOCIATES		14.30		5,568.10
LEGAL ASSISTANT				
Charlotte R. Gatto		42.00	204.00	8,568.00
Alexia L. Richmond		1.00	193.00	193.00
Kerry Stehn		0.40	193.00	77.20
TOTAL FOR LEGAL ASSISTANTS		43.40		8,838.20
MANAGING ATTORNEY'S OFFICE				
Tamara Kogan		1.50	88.00	132.00
TOTAL FOR MAO		1.50		132.00
TOTALS		61.80		16,329.50

Blended Rate for Fee Application: \$264.23

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

**Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
Lawyer Travel (Non-Working)*
April 1, 2003 through December 9, 2003**

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Hours</i>	<i>Rate</i> ¹	<i>Fees</i>
PARTNERS				
Ralph C. Ferrara	(1970/1981)	46.70	763.15	35,639.00
Jeffrey P. Cunard	(1980/1989)	12.00	770.00	9,240.00
Joseph P. Moodhe	(1980/1990)	1.50	754.00	1,131.00
TOTAL FOR PARTNERS		60.20		46,010.00
ASSOCIATES				
Jeffrey S. Jacobson	(1995)	12.70	497.01	6,312.00
Collette B. Cunningham	(2000)	3.80	435.00	1,653.00
Gregory A. Diamond	(2002)	2.80	341.00	954.80
TOTAL FOR ASSOCIATES		19.30		8,919.80
TOTALS		79.50		54,929.80

Total Billed (50 percent): \$27,464.90

* This includes time incurred during travel for client matters, but not working during travel billed at 50 percent of regular billing rate.

¹ Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

Exhibit B

Global Crossing Ltd. -- Shareholder Class Actions
Charges and Disbursements for the period April 1, 2003 through December 9, 2003

	April 2003	May 2003	June 2003	July 2003	August 2003	September 2003	October 2003	November 2003	December 1 - December 9, 2003	TOTALS
Agency Freelancer Expenses	9,164.19	9,422.01	6,801.67	12,132.17	3,318.94	2,810.16	5,298.05			48,947.19
All Service Computer Rental		730.71								730.71
Camcorder Rental	425.08									425.08
Document preparation - binding	2.50									2.50
Document Preparation and word processing			455.91							455.91
Document retrieval services	279.98	920.79		1,751.14		175.43	27.78	551.95	15.44	3,722.51
Express deliveries and messengers	366.91	382.53	182.39	79.32	392.17	70.45	139.48	476.80	404.97	2,495.02
Fax transmissions (10,345 pages @ \$1.10 per page)	3,207.60	6,146.80	1,068.10	195.80	85.80	161.70	189.20	276.10	48.40	11,379.50
Filing Fee								150.00		150.00
Lawyer out-of-pocket expenses	2,276.97	2,911.98	448.28	709.77	796.61	1,552.66	1,868.35	1,723.62	1,898.37	14,186.61
Lawyer travel	1,513.99	2,061.46	4,205.35	1,416.66	2,351.50	30.00	1,739.15	3,479.89	755.86	17,553.86
LEXIS/Westlaw and other database services	24,856.35	4,682.90	3,041.93	4,874.36	9,050.58	7,899.74	14,430.86	15,619.53	11,114.90	95,571.15
Outside Photocopying	14,675.21	5,357.74	779.83	4,884.64	7,847.36	1,201.83	2,160.38		3,385.25	40,292.24
Photocopying (86,294 copies @ \$0.10 per page)	2,637.30	1,618.30	983.50	456.10	449.70	651.30	1,012.00	338.10	483.10	8,629.40
Postage	112.86	6.78	13.55	68.68	41.50	56.18	0.37	0.37		300.29
Telephone conferencing and toll calls	242.61	550.84	82.89	78.59	28.27	1,109.96	323.69	874.71	120.53	3,412.09
Transcript Charges		444.77								444.77
TOTALS	59,761.55	35,237.61	18,063.40	26,647.23	24,362.43	15,719.41	27,189.31	23,491.07	18,226.82	248,698.83

Global Crossing Ltd. -- ERISA Class Actions
Charges and Disbursements for the period April 1, 2003 through December 9, 2003

	April 2003	May 2003	June 2003	July 2003	August 2003	September 2003	October 2003	November 2003	December 1 - December 9, 2003	TOTALS
Agency Freelancer Expenses	2,457.00	1,869.75	1,358.25							
Document Retrieval Services		210.95					351.24			562.19
Express Deliveries and Messengers	39.40	61.51	40.43	25.50	8.82	7.81			20.79	204.26
Fax Transmissions (2,154 pages @ \$1.10 per page)	564.30	646.80	1,119.80	34.10	4.40					2,369.40
Lawyer Out-of-Pocket Expenses	308.63	123.78	172.35	284.23	31.08	53.75	321.60	169.10	124.56	1,589.08
Lawyer Travel	55.40	746.84	247.25				1,333.86	677.00	1,209.35	4,269.70
LEXIS/Westlaw and Other Database Services	620.74	1,936.36	1,646.88	392.84	645.82	2,052.76	3,250.34	560.94	236.70	11,343.38
Messenger Expense - Photocopying							0.50			
Outside Photocopying	4,410.12	619.30	144.35				1,101.11			6,274.88
Photocopying (6,677 copies @ \$0.10 per page)	66.20	93.40	298.30	79.50	45.50	12.30	56.00	15.90	0.60	667.70
Postage			9.36		0.74					10.10
Telephone Conferencing and Toll Calls	58.17	49.81	53.22	45.45	4.21	9.71	27.30	342.76	57.07	647.70
TOTALS	8,579.96	6,358.50	5,090.19	861.62	740.57	2,136.33	6,441.95	1,765.70	1,649.07	33,623.89

Global Crossing Ltd. --- Government Investigations
Charges and Disbursements for the period April 1, 2003 through December 9, 2003

	April 2003	May 2003	June 2003	July 2003	August 2003	September 2003	October 2003	November 2003	December 1 - December 9, 2003	TOTALS
Agency Freelancer Expenses	167.67	453.07	28.37	1,120.62						1,769.73
All Service Computer Rental	947.22	162.38			2,762.70	162.94	1,140.58			5,175.82
Camcorder Rental										0.00
Document Preparation - Binding										0.00
Document Preparation and Word Processing										0.00
Document Retrieval Services		13.25	45.32	38.75				223.29	10.75	331.36
Express Deliveries and Messengers	217.53	194.19	24.04			15.39		7.89	120.04	579.08
Fax Transmissions (546 pages @ \$1.10 per page)	127.60	20.90	86.90	316.80	17.60	7.70	12.10	11.00		600.60
GPO Publications	472.00									472.00
Lawyer Out-of-Pocket Expenses	693.18	921.29	1,072.85	537.65	1,206.50	694.74	205.90		29.08	5,361.19
Lawyer Travel	22,951.07	1,573.40	712.79	5,443.99	2,586.92					33,268.17
Lexecon, Inc. Professional Services										0.00
LEXIS/Westlaw and Other Database Services	1,974.42	146.67	628.87	2,445.92	336.82	4,311.64	1,257.15	127.99	244.61	11,474.09
Outside Photocopying				546.05	160.95					707.00
Photocopying (5,304 copies @ \$0.10 per page)	23.80	56.90	33.30	122.90	8.30	217.40	56.30	5.50	6.00	530.40
Postage	12.60							0.60		13.20
Telephone Conferencing and toll Calls	17.61	2.96	11.32	88.97	14.65	105.39	32.71	46.66	13.23	333.50
Transcript Charges		1,142.30								1,142.30
TOTALS	27,604.70	4,687.31	2,643.76	10,661.65	7,094.44	5,515.20	2,704.74	422.93	423.71	61,758.44

Global Crossing Ltd. -- Pender Litigation
Charges and Disbursements for the period April 1, 2003 through December 9, 2003

	April 2003	May 2003	June 2003	July 2003	August 2003	September 2003	October 2003	November 2003	December 1 - December 9, 2003	TOTALS
Agency Freelancer Expenses										
Document Preparation - Binding										0.00
Document Retrieval Services	3,478.21	210.33	134.97	5,966.46		2,598.18				12,388.15
Express Deliveries and Messengers	50.15	146.78	156.29	170.91		37.50				561.63
Fax transmissions (853 pages @ \$1.10 per page)	438.90	599.50	50.60				113.30			1,202.30
Lawyer Out-of-Pocket Expenses	1,783.43	1,367.07	326.27	457.55		299.88				4,234.20
Lawyer Travel			(720.81)	1,376.02		1,038.65				1,693.86
LEXIS and Other Database Services	7,628.49	17,479.44	3,132.44	135.18						28,375.55
Outside Photocopying			1,430.80							1,430.80
Photocopying (20,426 copies @ \$0.10 per page)	2,099.20	471.40	72.90	0.30		46.20	48.30			2,738.30
Postage		0.82								0.82
Sweet & Maxwell (Books)						21.25				
Telephone Conferencing and Toll Calls	964.11	871.20	131.48	451.51		40.68	87.09			2,546.07
TOTALS	16,442.49	21,146.54	4,714.94	8,557.93	0.00	4,082.34	248.69	0.00	0.00	55,192.93

Global Crossing Ltd. -- Employment Law Claims
Charges and Disbursements for the period April 1, 2003 through December 9, 2003

	April 2003	May 2003	June 2003	July 2003	August 2003	September 2003	October 2003	November 2003	December 1 - December 9, 2003	TOTALS
Document Retrieval Services							268.95			268.95
Express Deliveries and Messengers			45.00			54.57		10.35		109.92
Fax Transmissions (4,331 pages @ \$1.10 per page)			2.20	83.60	16.50	52.80	58.30	15.40		228.80
Lawyer Out-of-Pocket Expenses		182.00	20.00	148.18	595.06	372.76	240.86	19.38	26.38	1,604.62
LEXIS/Westlaw and Other Database Services		950.75	4,091.69	3,688.85	7,899.61	1,421.94	2,191.23			20,244.07
Photocopying (208 copies @ \$0.10 per page)		50.30	45.70	86.90	135.90	53.50	46.30	13.90	0.60	433.10
Postage					1.80		0.83	0.74		3.37
Telephone Conferencing and Toll Calls			0.20	1.24	2.40	5.02	2.08	0.24	0.08	11.26
TOTALS	0.00	1,183.05	4,204.79	4,008.77	8,651.27	1,960.59	2,808.55	60.01	27.06	22,904.09

Global Crossing Ltd. -- Other Related Matters
Charges and Disbursements for the period April 1, 2003 through December 9, 2003

	April 2003	May 2003	June 2003	July 2003	August 2003	September 2003	October 2003	November 2003	December 1 - December 9, 2003	TOTALS
Agency Freelancer Expenses					208.95					
Document Preparation - Binding	10.00		399.00						48.48	457.48
Document Retrieval Services	289.31	838.83			53.90	183.37	517.17	39.50		1,922.08
Express Deliveries and Messengers	37.70	222.89	18.01	65.51	19.38	18.22	10.42	91.49	133.64	617.26
Fax Transmissions (1,093 pages @ \$1.10 per page)	284.90	40.70	262.90	16.50	4.40	171.60	69.30	79.20	8.80	938.30
Lawyer Out-of-Pocket Expenses	675.30	155.04	89.13	67.33	629.29	209.84	850.76	306.08	720.26	3,703.03
Lawyer Travel	293.70		79.00	3,674.97	2,828.70		1,219.63	894.44	269.01	9,259.45
LEXIS and Other Database Services	3,111.74	1,653.55	317.22	454.90	9.19	2,530.79	818.47	555.59	313.37	9,764.82
Outside Photocopying									1,024.38	1,024.38
Photocopying (27,383 copies @ \$0.10 per page)	491.70	82.40	166.70	69.30	60.30	209.00	359.10	507.90	96.20	2,042.60
Postage	0.37	0.60		1.66		0.37	0.74			3.74
Telephone Conferencing and Toll Calls	829.41	340.41	120.54	587.93	5.28	78.44	240.28	436.92	36.84	2,676.05
TOTALS	6,024.13	3,334.42	1,452.50	4,938.10	3,819.39	3,401.63	4,085.87	2,911.12	2,650.98	32,618.14

Global Crossing Ltd. -- Fee Application
Charges and Disbursements for the period April 1, 2003 through December 9, 2003

	April 2003	May 2003	June 2003	July 2003	August 2003	September 2003	October 2003	November 2003	December 1 - December 9, 2003	TOTALS
Agency Freelancer Expenses			139.10							139.10
Document Retrieval Services				90.76						0.00
Express Deliveries and Messengers				63.25						90.76
Lawyer Out-of-Pocket Expenses	13.31									76.56
LEXIS and other Database Services	0.42			14.14				4.20		18.76
Telephone Conferencing and Toll Calls		0.12								0.12
TOTALS	13.73	0.12	0.00	307.25	0.00	0.00	0.00	4.20	0.00	325.30

Exhibit C

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

In re)	
	)	Case Nos. 02-40187 (REG)
GLOBAL CROSSING LTD., <i>et al.</i>	)	through 02-40201 (REG)
)	
Debtors.	)	(Jointly Administered)
)	

**ORDER PURSUANT TO SECTIONS 327(e) AND 328(a) OF THE
BANKRUPTCY CODE AUTHORIZING RETENTION
AND EMPLOYMENT OF DEBEVOISE & PLIMPTON
AS SPECIAL COUNSEL TO THE DEBTORS**

Upon the Application (the "Application") of Global Crossing and its affiliated debtors, as debtors in possession (collectively, the "Debtors") for an order pursuant to sections 327(e) and 328(a) of the United States Bankruptcy Code (the "Bankruptcy Code") authorizing and approving the employment and retention of Debevoise & Plimpton ("Debevoise"), as special counsel to the Debtors, all as more fully set forth in the Application; and upon the Declaration of Steven R. Gross, a member of Debevoise (the "Gross Declaration"); and the Court being satisfied, based on the representations made in the Application and the Gross Declaration, that Debevoise does not hold or represent an interest adverse to the Debtors' estates and is disinterested under Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code, and that the employment of Debevoise is necessary and in the best interests of the Debtors and their estates; and it appearing that notice of the Application having been

given to the parties specified in the Application, and that no objections have been filed and that no other or further notice need be given; and upon all of the pleadings and proceedings had before the Court; and after due deliberation and sufficient cause appearing for such Application, it is

ORDERED that, pursuant to sections 327(e) and 328(a), the Debtors are authorized to employ and retain Debevoise as its special counsel nunc pro tunc to February 12, 2002 to advise and represent the Debtors in accordance with the terms of the Application; and it is further

ORDERED that Debevoise shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York, the Fee Guidelines promulgated by the Executive Office of the United States Trustee, and such procedures as may be fixed by order of this Court; and it is further

ORDERED that the requirement pursuant to Local Rule 9013-10(b) that the Debtors file a memorandum of law in support of the Application be waived.

Dated: March 25, 2002
New York, New York

/s/ Robert E. Gerber
United States Bankruptcy Judge

Exhibit D

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

In re	:	
	:	Chapter 11 Case Nos.
	:	
GLOBAL CROSSING LTD., et al.,	:	02-40187 (REG) through
	:	02-40241 (REG),
	:	02-11982 (REG),
	:	02-13765 (REG)
Debtors.	:	
	:	(Jointly Administered)

**ORDER APPROVING APPLICATIONS FOR INTERIM ALLOWANCE
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Upon the applications (the "Applications") for interim allowance of compensation for professional services and for reimbursement of actual and necessary expenses pursuant to sections 330(a) and 331 of title 11 of the United States Code (the "Bankruptcy Code") and rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), filed by the professionals listed on Exhibit A annexed hereto (the "Professionals"), retained in the chapter 11 cases of Global Crossing Ltd. and its debtor subsidiaries (the "Debtors"), and upon consideration of the Limited Objection (the "Objection") of the United States Trustee in Regard to the Applications for First Interim Compensation and Reimbursement Expenses; all as more fully set forth in the Applications and the Objection; and the Court having considered 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 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, 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 in the Debtors' chapter 11 cases (the "Administrative Order"); and the Court having jurisdiction to consider the Applications and the Objection and the relief requested therein pursuant to 28 U.S.C. § § 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and consideration of the Applications 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 Applications having been provided to the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee"), the attorneys for the Debtors' prepetition lenders, the Joint Provisional Liquidators appointed by the Supreme Court of Bermuda in respect of certain of the Debtors herein and their attorneys, the attorneys for the statutory committee of unsecured creditors, and those parties entitled to notice pursuant to this Court's order dated January 28, 2002 establishing notice procedures in these cases, and no other or further notice need be provided; and the relief requested in the Applications being necessary and appropriate to the administration of the Debtors' chapter 11 cases and being in the best interests of the Debtors and other parties in interest; and the Court having reviewed the Applications and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Applications and at the Hearing establish just cause for the relief granted herein; and

upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Applications set forth on Exhibit A annexed hereto are hereby approved; and it is further

ORDERED that compensation to the Professionals for professional services rendered during the time periods set forth on Exhibit A are hereby allowed in the amounts set forth on Exhibit A in the column entitled "Compensation Less 10% Holdback;" and it is further

ORDERED that the compensation paid to the Professionals in accordance with the preceding decretal paragraph shall be subject to subsequent order of this Court with respect to the allowance of the ten (10) percent holdback of the "Compensation Requested," as set forth on Exhibit A; and it is further

ORDERED that reimbursement to Professionals for expenses incurred during the time periods set forth on Exhibit A are hereby allowed in the amounts set forth on Exhibit A in the column entitled "Expenses;" and it is further

ORDERED that each of the Professionals shall comply with their respective agreements with the U.S. Trustee resolving the issues raised in the Objection in respect of their application; and it is further

ORDERED that the Debtors are authorized and directed to make payment to the Professionals in satisfaction of all allowed fees and expenses that have not otherwise been paid pursuant to the Administrative Order; and it is further

ORDERED that the requirement pursuant to Local Rule 9013-1(b) that the

Debtors file a memorandum of law in support of the Application is hereby waived.

Dated: August 7, 2002
New York, New York

/s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Applicant	Docket No.	Time Period	Agreed Compensation	Compensation Less 10% Holdback	Expenses
Swidler Berlin Shereff Friedman LLP (Special Regulatory Counsel for the Debtors)	1365	1/28/02 through 4/30/02	\$245,352.00	\$220,816.80	\$5,067.78
Ernst & Young LLP (Litigation Advisors to the Debtors)	1457	2/26/02 through 4/30/02	\$1,461,580.00	\$1,315,422.00	\$ -0-
Brown Rudnick Berlack Israels LLP (Attorneys for the Official Committee of Unsecured Creditors)	1364	2/07/02 through 4/30/02	\$1,187,602.25	\$1,068,842.03	\$58,656.87
Cox Hallett Wilkinson Special Bermuda (Insolvency Counsel for the Committee)	1392	2/19/02 through 4/30/02	\$10,140.00	\$9,126.00	\$247.26
Coudert Brothers LLP (Special Counsel for the Debtors)	1404	4/15/02 through 4/30/02	\$90,714.00	\$81,642.60	\$20.67
Willkie Farr & Gallagher (Special Counsel for the Debtors)	1378	1/28/02 through 4/30/02	\$141,821.00	\$127,638.90	\$15,066.67
Blackstone Group LP (Financial Advisor to the Debtor)	1363	1/28/02 through 4/30/02	\$650,000.00	\$585,000.00	\$38,662.14
Nixon Peabody LLP (Special Corporate, Litigation & Tax Counsel for the Debtors)	1384	3/28/02 through 5/31/02	\$101,076.50	\$90,968.85	\$4,277.20
Chanin Capital Partners (Financial Advisors for the Committee)	1366	2/12/02 through 4/30/02	\$521,428.57	\$469,285.71	\$84,301.19
Freshfields Bruckhaus Deringer (Special International Counsel for the Debtors)	1352	1/29/02 through 4/30/02	\$896,844.35 ¹ (E 960,218.79)	\$807,159.92	\$5,506.95 (E 5,896.09)

¹ The application requests fees and expenses in euros; the amount in dollars has been calculated using the exchange rate provided by the applicant as of the date of the application, June 25, 2002.

Applicant	Docket No.	Time Period	Agreed Compensation	Compensation Less 10% Holdback	Expenses
Appleby Spurling & Kempe (Special Bermuda Counsel to the Debtors)	1428	1/28/02 through 4/30/02	\$160,640.00	\$144,576.00	\$6,725.80
Weil Gotshal & Manges LLP (Counsel for the Debtors and Debtors in Possession)	1391	1/28/02 through 4/30/02	\$3,925,339.00	\$3,532,805.10	\$440,745.92
Deloitte Consulting LP (Restructuring Consultants to the Committee)	1455	3/06/02 through 4/30/02	\$166,004.00	\$149,403.60	\$2,531.00
Deloitte & Touche LLP Accountants & (Restructuring Consultants to the Committee)	1455	3/06/02 through 4/30/02	\$978,842.00	\$880,957.80	\$13,881.00
Arthur Andersen LLP Auditors & Accounting, (Tax, and Financial Advisors to the Debtors)	1358	1/28/02 through 5/31/02	\$2,047,054.00	\$1,842,348.60	\$79,609.00
Debevoise & Plimpton (Special Counsel to the Debtors)	1419	2/12/02 through 4/30/02	\$6,009,675.30	\$5,408,707.77	\$420,790.66
Simpson Thacher & Bartlett (Special Counsel to the Debtors)	1479	1/28/02 through 4/30/02	\$1,233,542.15	\$1,110,187.94	\$48,717.16

Exhibit E

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

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

**ORDER APPROVING APPLICATIONS FOR SECOND
INTERIM ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND FOR
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Upon the applications (the "Applications") for second interim allowance of compensation for professional services and for reimbursement of actual and necessary expenses pursuant to sections 330(a) and 331 of title 11 of the United States Code (the "Bankruptcy Code") and rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), filed by the professionals listed on Exhibit A annexed hereto (the "Professionals"), retained in the chapter 11 cases of Global Crossing Ltd. and its debtor subsidiaries (the "Debtors"), and upon review by the Fee Committee of the fee statements of the professionals retained by the agent for the Debtors' prepetition lenders (the "Bank Professionals"), which Bank Professionals are not required to submit fee applications in these chapter 11 cases, and upon consideration of the Statement of the Fee Committee¹ in Regard to the Applications for Second Interim Compensation and Reimbursement of Expenses (the "Statement"); all as more fully set forth in the Applications and the

¹ By Order of the Court dated August 21, 2002, the Fee Committee and Fee Procedures Protocol (the "Fee Protocol") was approved, which established the Fee Committee.

Statement; and the Court having considered 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 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, 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 in the Debtors' chapter 11 cases (the "Administrative Order"); and the Court having jurisdiction to consider the Applications and the Statement and the relief requested therein pursuant to 28 U.S.C. § § 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and consideration of the Applications 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 Applications having been provided to the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee"), the attorneys for the agent for the Debtors' prepetition lenders, the Joint Provisional Liquidators appointed by the Supreme Court of Bermuda in respect of certain of the Debtors herein and their attorneys, the attorneys for the statutory committee of unsecured creditors, the Fee Committee, and those parties entitled to notice pursuant to this Court's order dated January 28, 2002 establishing notice procedures in these cases, and no other or further notice need be provided; and the relief requested in the Applications being necessary and appropriate to the administration of the Debtors' chapter 11 cases and being in the best interests of the Debtors and other parties in

interest; and the Court having reviewed the Applications and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Applications and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Applications set forth on Exhibit A annexed hereto are hereby approved; and it is further

ORDERED that compensation to the Professionals for professional services rendered during the time periods set forth in the Applications is hereby allowed in the amounts set forth on Exhibit A in the column entitled "Fees Less 20% Holdback;" and it is further

ORDERED that the twenty percent (20%) holdback of Fees shall only be effective until June 30, 2003, unless the Fee Committee obtains an order from the Court extending the twenty percent (20%) holdback beyond June 30, 2003; and it is further

ORDERED that compensation to the Bank Professionals for professional services rendered during the time periods from May 2002 through September 2002 is hereby allowed in the amounts set forth on Exhibit A in the column entitled "Fees" and it is further

ORDERED that reimbursements to Professionals for expenses incurred during the time period set forth in the Applications are hereby allowed in the amounts set forth on Exhibit A in the column entitled "Expenses;" and it is further

ORDERED that reimbursements to the Bank Professionals for expenses incurred during the time period from May 2002 through September 2002 are hereby allowed in the amounts set forth on Exhibit A in the column entitled "Expenses;" and it is further

ORDERED that each of the Professionals and the Bank Professionals shall comply with their respective agreements with the Fee Committee resolving the issues raised in the Statement in respect of their Application; and it is further

ORDERED that the Debtors are authorized and directed to make payment to the Professionals and the Bank Professionals in satisfaction of all allowed fees and expenses that have not otherwise been paid pursuant to the Administrative Order; and it is further

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

Dated: June 4, 2003
New York, New York

S/ Robert E. Gerber
United States Bankruptcy Judge

FIRM	REDUCTIONS	FEES	FEES LESS 20% HOLDBACK	EXPENSES
Appleby Spurling & Kempe				
	Fee Application Preparation	\$228,754.00		\$13,730.72
	Photocopying	(\$2,656.15)		(\$1,948.80)
	Secretarial Overtime			(\$495.02)
Revised Total		\$226,097.85	\$180,878.28	\$11,781.92
The Brattle Group, Inc.				
	Vague Entries	\$710,916.00		\$10,398.17
	Clerical Functions	(\$15,753.00)		
		(\$972.00)		
Revised Total		\$694,191.00	\$555,352.80	\$10,398.17
Brown Rudnick Berlack Israels LLP				
	Vague Entries	\$3,896,625.50		\$253,968.34
	Non-working Travel	(\$28,000.00)		
	Transitory Professionals	(\$11,709.00)		
	Summer Associates	(\$2,901.00)		
	Secretarial Overtime	(\$21,648.00)		(\$7,570.00)
	Photocopying			(\$14,692.18)
Revised Total		\$3,832,367.50	\$3,065,894.00	\$231,706.16

FIRM	REDUCTIONS	FEEES	FEEES LESS 20% HOLDBACK	EXPENSES
Coudert Brothers LLP		\$3,634,545.50		\$264,889.05
	Case Administration	(\$233,518.00)		
	Summer Associates	(\$110,863.50)		
	Paraprofessional	(\$27.00)		
	Data/ Word Processing			(\$9,282.00)
	Research			(\$4,647.90)
	Photocopying			(\$15,592.30)
Revised Total		\$3,290,137.00	\$2,632,109.60	\$235,366.85
Debevoise & Plimpton		\$6,117,145.00		\$521,938.31
	Summer Associates	(\$7,656.00)		
	Travel Expenses			(\$5,126.00)
	Secretarial Overtime			(\$6,036.00)
	Data/ Word Processing			(\$21,090.00)
	Meal Expenses			(\$1,252.00)
Revised Total		\$6,109,489.00	\$4,887,591.20	\$488,434.31
Deloitte Consulting LP		\$330,095.50		\$6,477.37
			\$264,076.40	

FIRM	REDUCTIONS	FEES	FEES LESS 20% HOLDBACK	EXPENSES
Deloitte & Touche LLP		\$2,307,701.50		\$35,220.84
	Fee Application Preparation	(\$38,575.00)		
	Transitory Professionals	(\$7,320.00)		
Revised Total		\$2,261,806.50	\$1,809,445.20	\$35,220.84
Ernst & Young LLP		\$1,118,639.00		\$258,365.00
	Fee Application Preparation	(\$167,910.00)		
	Meal Expenses			(\$4,877.00)
	Travel Expenses			
Revised Total		\$950,729.00	\$760,583.20	\$253,488.00
Freshfields Bruckhaus Deringer		\$768,954.50		\$5,830.70
	Fee Application Preparation	(\$282.54)		
	Transitory Professionals	(\$2,994.00)		
Revised Total		\$765,677.96	\$612,542.37	\$5,830.70
Huron Consulting Group LLC		\$1,321,222.00		\$57,496.00
	Vague Entries	(\$18,300.00)		
	Secretarial/Clerical Functions	(\$420.00)		
Revised Total		\$1,302,502.00	\$1,042,001.60	\$57,496.00
KPMG LLP		\$250,000.00	\$200,000.00	\$213.00
Milbank, Tweed, Hadley & McCloy LLP¹		\$2,176,586.00		\$180,448.30
	Non-working Travel	(\$7,176.25)		
	Document Word Processing			(\$9,422.00)
	Computer Data Research			(\$4,172.92)

EXHIBIT A

FIRM	REDUCTIONS	FEEES	FEEES LESS 20% HOLDBACK	EXPENSES
Revised Total		\$2,169,409.75		\$166,853.38
Miller & Chevalier Chartered,				
		\$211,470.50		\$7,874.73
	Photocopying	(\$165.10)		
Revised Total		\$211,305.40	\$169,044.32	\$7,874.73
Swidler Berlin Shereff Friedman LLP				
		\$506,863.00		\$13,960.69
	Fee Application Preparation	(\$20,328.42)		
	Secretarial Overtime	(\$1,709.00)		(\$3,362.59)
	Photocopying			
Revised Total		\$484,825.58	\$387,860.46	\$10,598.10

FIRM	REDUCTIONS	FEES	FEES LESS 20% HOLDBACK	EXPENSES
Weil Gotshal & Manges LLP				
	Vague Entries	\$6,554,287.10		\$739,288.74
	Summer Associates*	(\$60,000.00)		
	Non-working Travel	(\$212,815.00)		
	Paraprofessional/Clerical Time	(\$15,303.00)		
	Transitory Professionals	(\$23,067.00)		
	Proofreading	(\$5,710.60)		
	Travel			(\$1,052.30)
	Meals			(\$5,000.00)
	Photocopying*			(\$411.19)
	Velobinding			(\$153,124.62)
	Special Secretarial Services			(\$1,007.50)
	Document Word Processing			(\$9,791.77)
	Misc.			(\$17,400.00)
	Revised Total	\$6,237,391.50	\$4,989,913.20	\$550,473.55
Wilkie Farr & Gallagher				
	Summer Associates	\$78,171.00		\$8,274.19
	Transitory Professionals	(\$1,127.50)		
	Paraprofessional/Clerical Time	(\$420.00)		
	Fee Application Preparation	(\$40.00)		
	Revised Total	\$73,255.78	\$58,604.62	\$8,274.19
Blackstone Group LP				
		\$1,000,000.00	\$800,000.00	\$60,370.53
Greenberg Traurig, LLP				
		\$435,798.50	\$348,638.80	\$3,627.74

FIRM	REDUCTIONS	FEES	FEES LESS 20% HOLDBACK	EXPENSES
Jaffe, Raitt, Heuer & Weiss, P.C.		\$161,429.50		\$10,973.51
	Photocopying			(\$593.90)
		\$161,429.50	\$129,143.60	\$10,379.61
Christensen, Miller, Fink, Jacobs, Glaser, Weil & Shapiro, LLP		\$521,666.00		\$69,136.06
	Photocopying			(\$5,834.48)
	Travel Expenses			(\$4,339.50)
Revised Total		\$521,666.00	\$417,332.80	\$58,962.08
John G. Williams		\$28,980.00	\$23,184.00	\$0.00
Gregory L. Rosston		\$3,080.00	\$2,464.00	\$0.00
Chanin Capital Partners		\$1,000,000.00		\$174,674.05
	Photocopying			(\$804.80)
	Meal Expenses			(\$2,158.86)
	Misc. Expenses			(\$284.40)
Revised Total		\$1,000,000.00	\$800,000.00	\$171,425.99
Laiken Associates, Inc.		\$21,497.50	\$17,198.00	\$171,425.99
Arthur Andersen LLP		\$2,047,054.00	\$1,637,643.20	\$79,609.00
Nixon Peabody LLP		\$235,135.00		\$8,561.99
	Fee Application Preparation	(\$4,939.13)		(\$823.68)
	Photocopying			

EXHIBIT A

FIRM	REDUCTIONS	FEES	FEES LESS 20% HOLDBACK	EXPENSES
Revised Total		\$230,195.87	\$184,156.70	\$7,738.31
Kenneth D. Gartrell		\$13,600.00	\$10,880.00	\$0.00
Ingram Yuzek Gainen Carroll & Bertolotti, LLP		\$122,148.00	\$97,718.40	\$1,908.85
PriceWaterHouseCoopers/FTI Consulting ¹		\$1,272,885.00		\$1,334,423.06
Evercore Partners ¹		\$750,000.00		\$20,364.96
Conyers Dill ¹		\$17,645.00		\$111.00

¹These professionals were not required to file a fee applications; however, the professionals' fees were subject to review by the Fee Committee pursuant to the Fee Protocol. Furthermore, these professionals are not subject to the 20% holdback.

*Weil, Gotshal & Manges LLP reserves the right to seek payment of these fees and disbursements, in full, at a subsequent hearing before the Court or at the Final Fee Hearing in these chapter 11 cases. In addition, rights reserved by other professionals listed herein in correspondence or discussions with the Fee Committee are likewise preserved and may be asserted by such professionals at a subsequent hearing before the Court or at the Final Fee Hearing.

Exhibit F

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

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

**ORDER APPROVING APPLICATIONS FOR THIRD
INTERIM ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND FOR
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Upon the applications (the “Applications”) for third interim allowance of compensation for professional services and for reimbursement of actual and necessary expenses pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and rule 2016 of the Federal Rules of Bankruptcy Procedure, filed by the professionals listed on Exhibit A annexed hereto (the “Professionals”), retained in the chapter 11 cases of Global Crossing Ltd. and its debtor subsidiaries (the “Debtors”), and upon review by the Fee Committee of the fee statements of the professionals retained by the agent for the Debtors’ prepetition lenders (the “Bank Professionals”), which Bank Professionals are not required to submit fee applications in these chapter 11 cases, and upon consideration of the Statement of the Fee Committee¹ in Regard to the Applications for Third Interim Compensation and Reimbursement of Expenses (the “Statement”); all as more fully set forth in the Applications and the Statement; and upon consideration that

¹ By Order of the Court dated August 21, 2002, the Fee Committee and Fee Procedures Protocol was approved, which established the Fee Committee.

the Professionals have agreed upon adjustments to amounts in their fees applications to resolve concerns of the Fee Committee; and the Court having considered 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 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, 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 in the Debtors' chapter 11 cases (the "Administrative Order"); and the Court having jurisdiction to consider the Applications and the Statement and the relief requested therein pursuant to 28 U.S.C. § § 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and consideration of the Applications 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 Applications having been provided to the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee"), the attorneys for the agent for the Debtors' prepetition lenders, the Joint Provisional Liquidators appointed by the Supreme Court of Bermuda in respect of certain of the Debtors herein and their attorneys, the attorneys for the statutory committee of unsecured creditors, the Fee Committee, and those parties entitled to notice pursuant to this Court's order dated January 28, 2002 establishing notice procedures in these cases, and no other or further notice need be provided; and the relief requested in the Applications being necessary and appropriate to

the administration of the Debtors' chapter 11 cases and being in the best interests of the Debtors and other parties in interest; and the Court having reviewed the Applications and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Applications and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Applications set forth on Exhibit A annexed hereto are hereby approved; and it is further

ORDERED that compensation to the Professionals for professional services rendered during the time periods set forth in the Applications is hereby allowed in the amounts set forth on Exhibit A in the column entitled "Fees;" and it is further

ORDERED that the Debtors shall pay the 20% holdback of Fees on the effective date of the Debtors chapter 11 plan of reorganization; and it is further

ORDERED that compensation to the Bank Professionals for professional services rendered during the time periods from October 2002 through March 2003 is hereby allowed in the amounts set forth on Exhibit A in the column entitled "Fees" and it is further

ORDERED that reimbursements to Professionals for expenses incurred during the time period set forth in the Applications are hereby allowed in the amounts set forth on Exhibit A in the column entitled "Expenses;" and it is further

ORDERED that reimbursements to the Bank Professionals for expenses incurred during the time period from October 2002 through March 2003 are hereby

allowed in the amounts set forth on Exhibit A in the column entitled "Expenses;" and it is further

ORDERED that each of the Professionals and the Bank Professionals shall comply with their respective agreements with the Fee Committee resolving the issues raised in the Statement in respect of their Application; and it is further

ORDERED that the Debtors are authorized and directed to make payment to the Professionals and the Bank Professionals in satisfaction of all allowed fees and expenses that have not otherwise been paid pursuant to the Administrative Order; and it is further

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

Dated: December 16, 2003
New York, New York

S/ ROBERT E. GERBER

UNITED STATES BANKRUPTCY
JUDGE

DOCKET NUMBER	FIRM	REDUCTIONS	FEEES	FEEES LESS 20% HOLDBACK	EXPENSES
3181	Appleby Spurling & Kempe Revised Total	Fee Application Preparation	\$209,090.75 (\$19,258.00) \$189,832.75	\$151,866.20	\$6,953.90 \$6,953.90
3185	Blackstone Group LP		\$1,200,000.00	\$960,000.00	\$31,149.83
3159	The Brattle Group, Inc.	Organization of Documents	\$759,570.02 (\$16,969.50) \$742,600.52	\$594,080.42	\$20,374.87 \$20,374.87
3186	Brown Rudnick Berlack Israels LLP	Fee Application/Case Administration	\$3,313,628.10 (\$33,136.00) \$3,280,492.10	\$2,624,393.68	\$166,675.68 \$166,675.68
3170	Chanin Capital Partners		\$1,200,000.00		\$41,732.61
3178	Christensen, Miller, Fink, Jacobs, Glaser, Weil & Shapiro		\$64,513.00	\$51,610.40	\$0.00
3162	Martin E. Cooperman		\$45,675.00	\$36,540.00	\$17.12
3182, 3756	Coudert Brothers LLP	Transitory Professionals	\$1,657,855.88 (\$3,844.00)		\$156,893.89

EXHIBIT A

DOCKET NUMBER	FIRM	REDUCTIONS	FEEES	FEEES LESS 20% HOLDBACK	EXPENSES
		401(K) Contribution Work	(\$112,989.50)		(\$3,559.50)
		Data/ Word Processing			(\$2,647.57)
		Meal Expenses			(\$7,642.40)
		Duplicating			\$143,044.42
	Revised Total		\$1,541,022.38	\$1,232,817.90	
	Covington & Burling				\$42,099.27
		Transitory Professionals	\$967,672.50		
		Duplicating	(\$4,118.00)		(\$1,083.75)
		Staff Client Overtime			(\$1,002.77)
		Air/Rail Travel			(\$8,111.00)
	Revised Total		\$963,554.50	\$770,843.60	\$31,901.75
3188	Debevoise & Plimpton				\$657,526.98
		Case Administration/Fee Application	\$7,625,071.93	\$6,100,057.54	
3177	Deloitte & Touche LLP				\$24,465.00
		Case Administration/Fee Application	\$2,171,673.00		
			(\$43,433.00)		

EXHIBIT A

DOCKET NUMBER	FIRM	REDUCTIONS	FEES	FEES LESS 20% HOLDBACK	EXPENSES
	Revised Total	Transitory Professionals (\$13,924.00)	\$2,114,316.00	\$1,691,452.80	\$24,465.00
	Ernst & Young LLP (Litigation Advisors)		\$319,663.00	\$255,730.40	\$2,072.00
3204	Ernst & Young LLP (Tax Advisors)		\$1,026,138.00	\$820,910.40	\$5,669.00
	Evercore¹		\$1,050,000.00	\$840,000.00	\$6,793.00
	Freshfields Bruckhaus Deringer²		\$1,151,058.00		\$6,172.23
	Revised Total	Fee Application Preparation (\$20,964.00)	\$1,130,094.00	\$904,075.20	\$12,965.23
	FTI Consulting¹		\$868,553.00	\$694,842.40	\$7,277.00
3164	Kenneth D. Gartrell		\$1,275.00	\$1,020.00	\$0.00
3163	Grant Thornton LLP		\$3,911,073.25		\$204,427.65
	Revised Total	Fee Application Preparation Meals (\$83,000.00)	\$3,828,073.25	\$3,062,458.60	(\$6,739.77)
3169	Huron Consulting Group LLC		\$2,355,634.00	\$1,884,507.20	\$254,973.00
3168	Ingram Yuzek Gainen Carroll & Bertolotti, LLP		\$313,567.00		\$7,278.21
	Overtime Expenses				(\$846.80)

EXHIBIT A

DOCKET NUMBER	FIRM	REDUCTIONS	FEES	FEES LESS 20% HOLDBACK	EXPENSES
	Revised Total	Duplicating	\$313,567.00	\$250,853.60	(\$520.70) \$5,910.71
3171	Jaffe, Raitt, Heuer & Weiss, P.C.		\$179,528.00	\$143,622.40	\$11,198.77
3216	Ira Benjamin Katz		\$110,175.00	\$88,140.00	\$6,388.88
3184	Kissinger McLarty Associates		\$150,000.00	\$120,000.00	\$1,279.00
	Milbank, Tweed, Hadley & McCloy LLP ¹		\$3,144,811.00	\$2,515,848.80	\$204,798.00
3183	Miller & Chevalier Chartered,		\$654,110.00	\$523,288.00	\$17,204.97
3138	Nixon Peabody LLP		\$620,834.25	\$496,667.40	\$20,723.89
3179	Pachulski Stang Ziehl Young Jones & Weintraub P.C.	Agreed upon Reduction	\$71,458.80		\$5,949.97
	Revised Total	Duplicating	(\$10,000.00)	\$49,167.04	(\$191.30) \$5,758.67
3193	PriceWaterhouse Coopers, LLP		\$1,502,042.48	\$1,201,633.98	\$9,256.30
3160	Reboul, MacMurray, Hewitt & Maynard	Case Administration	\$118,829.30		\$2,863.30
	Revised Total	Duplicating	(\$6,500.00)	\$89,863.44	(\$601.85) \$2,261.45

EXHIBIT A

DOCKET NUMBER	FIRM	REDUCTIONS	FEEES	FEEES LESS 20% HOLDBACK	EXPENSES
3165	Gregory Rosston		\$160.00	\$128.00	\$0.00
3175	Skadden, Arps, Slate, Meagher & Flom LLP	Transitory Professionals Fee Application	\$1,585,880.75 (\$8,375.75) (\$45,654.00) \$1,531,851.00		\$58,788.00 \$58,788.00
3187	Swidler Berlin Shereff Friedman LLP	Secretarial Overtime Response to Fee Committee Fee:	\$499,441.50 (\$1,111.25) (\$1,957.00) \$496,373.25	\$397,098.60	\$8,492.99 \$8,492.99
3172	Weil Gotshal & Manges LLP		\$8,025,792.50		\$776,039.93

EXHIBIT A

DOCKET NUMBER	FIRM	REDUCTIONS	FEEES	FEEES LESS 20% HOLDBACK	EXPENSES
		Vague Entries	(\$21,109.25)		
		Disclosure Statement Hearing Fees	(\$9,399.00)		
		Plan Confirmation Hearing	(\$48,300.50)		
		Travel	(\$5,022.91)		
		Meals	(\$2,280.21)		(\$3,150.20)
		Velobinding			
	Revised Total		\$7,939,680.63	\$6,351,744.50	\$772,889.73
3217	Wilkie Farr & Gallagher	Transitory Professionals	\$140,510.50		\$17,709.45
		Duplicating	(\$4,946.00)		(\$2,115.27)
	Revised Total		\$135,564.50	\$108,451.60	\$15,594.18
3166	John G. Williams		\$90.00	\$72.00	\$0.00

¹These professionals were not required to file a fee applications; however, the professionals' fees were subject to review by the Fee Committee pursuant to the Fee Protocol. Furthermore, these professionals are not subject to the 20% holdback.

² These figures are reflected in Euros rather than U.S. Dollars.

Exhibit G

Debevoise & Plimpton LLP

GLOBAL CROSSING LTD. Compensation by Project Category February 12, 2002 through December 9, 2003

MATTER	HOURS	FEES	DISBURSEMENTS	TOTAL
Shareholder Class Actions	17,716.15	8,120,726.13	634,081.32	8,754,807.45
ERISA Actions	5,045.50	2,619,008.65	115,051.32	2,734,059.97
Government Investigations	32,006.95	11,311,052.34	953,994.05	12,265,046.39
Pender Litigation	2,845.80	1,606,439.20	63,244.70	1,669,683.90
Employment Law Claims	784.80	351,104.30	22,904.09	374,008.39
Other Related Matters	4,919.50	2,580,866.61	264,706.13	2,845,572.74
Fee Application	269.30	69,490.20	3,551.56	73,041.76
Non-Working Travel	368.60	107,148.00	0.00	107,148.00*
TOTALS	63,956.60	26,765,835.43**	2,057,533.17**	28,823,368.60

* This total represents 50 percent of fees incurred for time spent traveling for Global Crossing matters but now spent working for this or another client. The full value of such fees totals \$214,296.00.

** In response to requests by the Debtors, the United States Trustee and the Fee Committee, Debevoise agreed to reduce the fees and expenses sought in its First, Second and Third Interim Fee Applications by \$279,626.90 and \$35,659.60, respectively. The total fees and expenses for which Debevoise seeks final approval pursuant to this Application are \$26,486,208.53 and \$2,021,873.57, respectively.

Debevoise & Plimpton LLP

GLOBAL CROSSING LTD.

Hours Billed by Project Category

February 12, 2002 through December 9, 2003

Matter	First Fee		Second Fee		Third Fee		Fourth Fee		TOTAL
	Application		Application		Application		Application		
Shareholder	1,911.95		2,165.70		7,469.40		6,169.10		17,716.15
ERISA	1,161.60		586.70		1,585.40		1,711.80		5,045.50
Gov't Inv.	15,426.35		10,592.00		4,549.40		1,439.20		32,006.95
Other Related Matters	415.60		1,183.80		1,905.00		1,415.10		4,919.50
Fee Application	0.00		152.00		55.50		61.80		269.30
Pender Litigation	0.00		0.00		1,208.10		1,637.70		2,845.80
Non-Working Travel*	0.00		99.80		189.30		79.50		368.60
Employment Law							784.80		784.80
	18,915.50		14,780.00		16,962.10		13,299.00		63,956.60

*All time charged to Non-Working Travel was billed at 50% of Debevoise's regular rates.

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Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
All Timekeepers and All Matters (Excluding Lawyer Non-Working Travel)
February 12, 2002 through December 9, 2003

<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Blended Hourly Rate</i>	<i>Total Hours</i>	<i>Total Fees</i>
PARTNERS				
Judah Best	(1959/1987)	754.00	5.50	4,147.00
Theodore A. Kurz	(1964)	754.00	0.30	226.20
Arthur L. Marriott	(1966/1997)	787.00	132.10	103,962.70
Paul H. Wilson	(1967)	787.00	1.00	749.60
Ralph C. Ferrara	(1970/1981)	749.66	3,114.50	2,334,612.20
David A. Duff	(1972/1983)	748.93	323.60	242,340.00
Steven R. Gross	(1973/1983)	734.75	14.40	10,580.40
Michael E. Wiles	(1978/1987)	747.25	32.60	24,360.40
David R. Rivkin	(1979/1988)	754.00	60.60	45,692.40
Jeffrey P. Cunard	(1980/1989)	749.66	2,694.20	2,019,622.20
Joseph P. Moodhe	(1980/1990)	748.28	815.40	606,759.40
Lawrence K. Cagney	(1981/1990)	733.20	9.20	6,745.40
Edwin G. Schallert	(1981/1989)	732.00	11.40	8,344.80
John B. Missing	(1982/2002)	742.03	1,734.60	1,287,305.80
E. Pagel Serebransky	(1984/1995)	754.00	7.00	5,278.00
Bruce E. Yannett	(1985/1994)	715.52	197.80	141,529.30
Colby A. Smith	(1987/1996)	720.66	2,633.00	1,899,372.40
Mark P. Goodman	(1987/1997)	660.39	231.70	153,012.00
Peter J. Loughran	(1989/1998)	697.26	344.20	239,994.70
Jeremy Feigelson	(1991/1999))	611.00	5.10	3,116.10
Jonathan R. Tuttle	(1992/2000)	622.13	51.00	31,728.40
TOTAL FOR PARTNERS			12,419.20	\$9,169,479.40
COUNSEL				
Phillip D. Parker	(1975)	566.22	120.90	68,456.40
Ann M. Ashton	(1980)	566.77	3,272.40	1,854,697.90
Jonathan E. Richman	(1982)	566.59	4,345.90	2,462,345.10
Alicia C. McCarthy	(1984)	550.00	3.40	1,870.00
Robert D. Goodman	(1988)	550.10	329.90	181,477.30
Herbert C. Thomas	(1991)	550.00	99.70	54,835.00
Timothy K. Beeken	(1991)	578.00	0.40	231.20
Zarina Bhesania	(1991)	567.02	500.40	283,738.90
Heidi Lawson	(1996)	567.00	146.00	82,782.00
TOTAL FOR COUNSEL			8,819.00	\$4,990,433.80

Debevoise & Plimpton LLP
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<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Blended Hourly Rate</i>	<i>Total Hours</i>	<i>Total Fees</i>
ASSOCIATES				
Payam Akhavan	(1989)	479.00	16.80	8,047.20
Scott N. Auby	(1993)	482.65	115.60	55,794.80
Leigh R. Schachter	(1993)	479.00	6.20	2,969.80
Michael Potenza	(1995)	468.00	350.10	163,846.80
Jeffrey S. Jacobson	(1995)	487.73	2,873.40	1,401,431.20
Ellen Paltiel	(1995)	468.00	61.70	28,875.60
Carl Riehl	(1995)	486.20	517.00	251,364.10
Hessam Kalantar	(1996)	451.00	15.00	6,765.00
Suzanne M. Grosso	(1997)	484.00	213.30	103,237.20
Kevin C. Lombardi	(1997)	471.32	2,749.90	1,296,071.70
Robert M. Dickson	(1997)	484.00	253.40	122,645.60
Scott Ruskay-Kidd	(1997)	495.00	34.80	17,226.00
Nicole Soffin	(1997)	416.87	213.10	88,835.50
Heather Capell	(1998)	446.36	3,141.90	1,402,429.10
Daniel Gal	(1998)	380.00	81.70	31,046.00
Sarah R. Cebik	(1998)	413.00	39.80	16,437.40
Jyotin Hamid	(1998)	413.00	22.30	9,209.90
Rebecca Tushnet	(1998)	396.00	64.3	25,462.80
Jonathan D. Perry	(1998)	413.00	18.20	7,516.60
Beth A. Collier	(1998)	443.67	400.00	177,466.40
Sarah Downie	(1998)	436.88	74.30	32,460.50
Ada Fernandez Johnson	(1998)	443.51	361.30	160,239.30
Anne C. Meyer	(1998)	471.47	331.50	156,291.30
Marianna Vaidman Stone	(1998)	424.00	121.80	51,643.20
Erik Bierbauer	(1999)	424.00	11.10	4,706.40
Gena A. Feist	(1999)	424.00	12.20	5,172.80
Vittorio Barbera	(1999)	369.00	3.00	1,107.00
Heidi S. DuBois	(1999)	369.00	77.50	28,597.50
Peter Glass	(1999)	378.31	303.70	114,892.30
Brian K. Gregory	(1999)	369.00	185.80	68,560.20
Alice H. Kim	(1999)	369.00	11.70	4,317.30
Sean Mack	(1999)	369.00	1.50	553.50

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<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Blended Hourly Rate</i>	<i>Total Hours</i>	<i>Total Fees</i>
ASSOCIATES CONT'D				
Ellen Marcus	(1999)	414.88	235.20	97,579.80
Omozuwa Osayimwese	(1999)	369.00	107.30	39,593.70
Elizabeth Prickett Morgan	(1999)	373.48	428.70	160,109.80
Daniel J. Spillane	(1999)	408.05	1,060.90	432,899.20
Natalie S. Klein	(1999)	424.00	128.60	54,526.40
Polly Pope	(1999)	424.00	290.00	122,960.00
Deborah Ruff	(1999)	424.00	15.80	6,699.20
Hannibal Travis	(1999)	424.00	266.90	113,165.60
Jennifer C. Argabright	(2000)	392.22	220.60	86,523.00
Joshua Berman	(2000)	380.00	13.80	5,244.00
Kristian Borg-Olivier	(2000)	345.57	314.40	108,648.00
Steve Y. Chung	(2000)	325.00	218.90	71,142.50
Collette B. Cunningham	(2000)	366.96	1,145.20	420,243.50
Christoph W.G. Engeler	(2000)	325.00	230.60	74,945.00
Daniel Levin	(2000)	336.21	373.80	125,676.00
Jeanne Locicero	(2000)	330.14	493.70	162,988.00
Ian Kiran Patel	(2000)	325.00	151.10	49,107.50
Ornit Rose	(2000)	325.00	106.30	34,547.50
Bernard J. Schwartz	(2000)	339.88	188.50	64,067.50
Dagmar Schwartz	(2000)	325.00	143.90	46,767.50
Cecilia C. Takayama	(2000)	325.00	140.70	45,727.50
Alex Zubatov	(2000)	334.56	228.30	76,381.00
Winsome G. Gayle	(2000)	391.27	325.00	127,163.00
William Rhee	(2000)	387.26	771.70	298,850.50
Yosef Rothstein	(2000)	380.00	83.10	31,578.00
Philip Rohlik	(2000)	380.00	2.00	760.00
Monica Arora	(2001)	264.00	12.30	3,247.20
Deanna D'Amore	(2001)	295.24	504.10	148,828.80
Margaret L. Dundon	(2001)	287.34	1,050.60	301,874.40
Christopher W. Dybwad	(2001)	264.26	393.10	103,879.20
Min Jung Lee	(2001)	264.00	66.20	17,476.80
Jocelyn Santo	(2001)	264.00	197.60	52,166.40
Dean M. Solomon	(2001)	264.00	54.40	14,361.60
Suzanne A. Spears	(2001)	273.14	118.00	32,230.80
Mateo Taussig-Rubbo	(2001)	264.00	102.90	27,165.60

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<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Blended Hourly Rate</i>	<i>Total Hours</i>	<i>Total Fees</i>
ASSOCIATES CONT'D				
Christopher Rosekrans	(2001)	283.58	12.50	3,544.80
Melanie Velez	(2001)	264.00	12.60	3,326.40
Jeffrey A. Alberts	(2001)	352.36	806.90	284,319.00
Lindsay K. Blanco	(2001)	339.03	45.30	15,358.00
Steven Friel	(2001)	336.00	43.30	14,548.80
Jessica L. Bannon	(2001)	336.00	77.40	26,006.40
Rachel Jaffe Mauceri	(2001)	309.03	307.20	94,932.50
Julie Ahrens	(2002)	341.00	40.60	13,844.60
Or Baron	(2002)	341.00	51.10	17,425.10
Joseph E. Bartel	(2002)	270.00	162.70	43,929.00
Jocelyn C. Bramble	(2002)	333.51	113.80	37,953.80
Robert H. Chandler	(2002)	341.00	54.40	18,550.40
Gregory A. Diamond	(2002)	341.00	34.60	11,798.60
Christopher T. Hines	(2002)	276.14	161.80	44,680.00
Maria Lin	(2002)	341.00	7.90	2,693.90
Parvin Daphne Moyne	(2002)	270.00	31.10	8,397.00
Joseph J.M. Orabona	(2002)	336.07	177.00	59,483.70
Ann Marie Preissler	(2002)	301.82	135.20	40,806.60
Sean D. Wissman	(2002)	296.70	198.40	58,864.60
Taylor M. Hoffman	(2002)	270.00	67.50	18,225.00
Katherine Katsens	(2003)	275.00	10.00	2,750.00
Lynnise Phillips	(2003)	275.00	12.30	3,382.50
TOTAL FOR ASSOCIATES			25,431.70	\$10,229,165.20
FOREIGN INTERNS				
Luciana De Morais Ferreira		264.00	113.60	29,990.40
Stefan Hoffmann		264.00	202.50	53,460.00
Manuel D. Liatowitsch		264.00	115.00	30,360.00
TOTAL FOR COUNSEL			431.10	\$113,810.40
LEGAL TRAINEE				
Asma Latif		265.12	29.50	7,821.00
TOTAL FOR LEGAL TRAINEE			29.50	\$7,821.00

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<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Blended Hourly Rate</i>	<i>Total Hours</i>	<i>Total Fees</i>
LEGAL ASSISTANTS				
Matthew Diaz		187.89	46.10	8,661.50
Charlotte R. Gatto		202.14	118.80	24,014.40
Virginia Gonzales		204.00	4.30	877.20
Joseph Gordon		187.00	158.90	29,714.30
Frank W. Green		204.15	424.70	86,701.80
Michael Heaton		193.10	75.90	14,656.20
Steven A. Horner		197.61	1,549.50	306,190.90
Spencer Laymond		176.00	26.50	4,664.00
Tami L. McGreer		203.64	485.90	98,949.00
Barton Patterson		78.00	31.10	2,425.80
Martin G. Phillips		193.02	264.50	51,053.50
Paul Prados		176.00	8.90	1,566.40
Suzanne D. Reider		154.00	136.50	21,021.00
Alexia L. Richmond		188.91	37.70	7,121.90
John Rielly		204.00	1.10	224.40
Gregory A. Senn		195.60	230.00	44,988.50
Kerry Stehn		190.80	1,494.30	285,107.70
Robert H. Tebbenkamp		180.31	2,144.70	386,703.00
TOTAL FOR LEGAL ASSISTANTS			7,239.40	\$1,374,641.50
SUMMER ASSOCIATE				
Kimberly Kessler		174.00	44.00	7,656.00
TOTAL FOR SUMMER ASSOCIATE			44.00	\$7,656.00
OTHER				
Eleanor J. Bateman		205.05	166.70	34,181.80
Jocelyn C. Bramble		182.00	7.10	1,292.20
Deborah Brightman		368.98	25.50	9,409.00
Robin Shanzer		165.00	20.50	3,382.50
Andrea G. Wolfe		385.00	155.10	59,713.50
TOTAL FOR OTHER			374.90	\$107,979.00

Debevoise & Plimpton LLP
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<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Blended Hourly Rate</i>	<i>Total Hours</i>	<i>Total Fees</i>
LITIGATION SUPPORT				
Lysander Anastacio		182.00	101.50	18,473.00
Thomas D. Brock		94.48	233.90	22,098.50
Julie Hunter		182.00	5.00	910.00
Eduardo S. Ferreira		127.00	13.00	1,651.00
Brunilda Figueroa		127.00	44.80	5,689.60
Carlos Gonzalez		187.00	67.00	12,529.00
John S. Rapacciuolo		139.61	89.10	12,439.30
Brian J. Stempel		184.70	708.90	130,935.00
Cyril Tyson		144.71	892.00	129,078.00
Jose L. Violet		127.00	230.70	29,298.90
Richard B. Wolff		176.74	8.90	1,573.00
TOTAL FOR LITIGATION SUPPORT			2,394.80	\$364,675.30
LIBRARY				
Ronney Daniel		154.00	1.90	292.60
Christopher J. Lauzau		188.00	9.20	1,729.60
Karen Telford		118.00	12.80	1,510.40
Scott Wilson			23.90	\$3,532.60
MANAGING ATTORNEY'S OFFICE				
Joan A. Baffa		104.56	43.80	4,579.60
Teresa Bey		87.63	20.20	1,770.20
Manuel L. Erosa		191.22	78.10	14,934.20
Freelance		44.21	29.90	1,322.00
Marzena Hacker		84.00	22.00	1,848.00
Kevin Johnson		125.50	2.00	251.00
Amy Kokot		88.00	0.80	70.40
Tamara Kogan		87.85	87.90	7,722.20
Heather Lesfloris		90.32	15.90	1,436.10
Jonah Perry		123.91	79.90	9,900.40
Dana L. Saunders		88.00	32.40	2,851.20
Rafael F. Valdez		123.50	4.40	543.40
Jeanette Weir		88.00	55.70	4,901.60
TOTAL FOR MAO			473.00	\$52,130.30

Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
All Timekeepers and All Matters (Excluding Lawyer Non-Working Travel)
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<i>Timekeeper</i>	<i>(Law School Class/ Year Became Partner)</i>	<i>Blended Hourly Rate</i>	<i>Total Hours</i>	<i>Total Fees</i>
PRACTICE SUPPORT				
Mary Ann Canuso		215.00	34.80	7,482.00
TOTAL FOR PRACTICE SUPPORT			34.80	\$7,482.00
PROJECT ASSISTANTS				
Theodore D. Kahn		91.00	17.60	1,601.60
Jeffrey Weichsel		94.00	5.20	488.80
TOTAL FOR PROJECT ASSISTANTS			22.80	\$2,090.40
FREELANCE LEGAL ASSISTANTS				
Freelance		40.00	1,645.20	65,808.00
TOTAL FOR FREELANCE LEGAL ASSISTANTS			1,645.20	\$65,808.00
FREELANCE LITIGATION SUPPORT				
Freelance			4,204.70	161,982.53
TOTAL FOR FREELANCE LITIGATION SUP.			4,204.70	\$161,982.53
TOTAL FOR ALL TIMEKEEPERS			63,588.00	26,658,687.43

Debevoise & Plimpton LLP
Global Crossing Ltd.
Summary of Hours and Fees
Lawyer Travel (Non-Working)
February 12, 2002 through December 9, 2003*

Timekeeper	(Law School Class/ Year Became Partner)	Hours	Rate**	Fees
PARTNERS				
Ralph C. Ferrara	(1970/1981)	104.60	758.08	79,295.60
David A. Duff	(1972/1983)	2.50	754.00	1,885.00
Jeffrey P. Cunard	(1980/1989)	45.50	758.22	34,499.00
Joseph P. Moodhe	(1980/1990)	2.20	754.00	1,658.80
Colby A. Smith	1987/1996)	35.50	737.00	26,163.50
Jonathan R. Tuttle	(1992/2000)	2.60	594.00	1,544.40
TOTAL FOR PARTNERS		192.90		\$145,046.30
COUNSEL				
Jonathan E. Richman	(1982)	3.00	567.00	1,701.00
		3.00		\$1,701.00
ASSOCIATES				
Jeffrey S. Jacobson	(1995)	33.70	495.76	16,707.00
Heather Capell	(1998)	4.50	451.00	2,029.50
Ada Fernandez Johnson	(1998)	11.20	451.00	5,051.20
Daniel J. Spillane	(1999)	23.80	424.00	10,091.20
Collette B. Cunningham	(2000)	38.90	375.19	14,595.00
Margaret L. Dundon	(2001)	35.40	315.66	11,174.40
Deanna D'Amore	(2001)	13.60	336.00	4,569.60
Gregory A. Diamond	(2002)	2.80	341.00	954.80
Joseph E. Bartel	(2002)	8.80	270.00	2,376.00
TOTAL FOR ASSOCIATES		172.70		\$67,548.70
TOTALS		368.60		\$214,296.00

Total Billed (50 percent): \$107,148

* Pursuant to a request of the United States Trustee, Debevoise began segregating non-working travel time at the beginning of the Second Fee Period. Debevoise has since billed time spent traveling on client matters, but not working during travel, at 50% of its regular rates. Thus, while the fees set forth herein total \$214,296, Debevoise has billed the Debtors \$107,148 for non-working travel.

As part of its agreement to bill all non-working travel time at 50%, and as further described in this Application, Debevoise reduced its requested fees for the First Fee Period by \$21,970.90. This amount is not reflected in this exhibit.

** Due to an hourly billing rate change effective July 1, 2003, some rates shown are blended rates.

Exhibit H

Debevoise & Plimpton LLP

GLOBAL CROSSING LTD.

**Summary of Charges and Disbursements for all Matters
February 12, 2002 through December 9, 2003**

Outside photocopying	508,296.63
Photocopying (936,786 pages @ \$0.08 per page)	74,942.88
Photocopying (150,415 pages @ \$0.10 per page)	15,041.50
Color printing (6,292 pages @ \$1.00 per page).....	7,064.50
Lawyer travel	335,814.50
Lawyer out-of-pocket expenses	167,998.77
Administrative overtime expenses	22,872.87
Telephone conferencing and toll calls.....	25,834.03
LEXIS and other database services.....	528,486.11
Express deliveries and messengers	54,557.78
Document preparation and supplies	19,581.82
Fax transmissions 934,413 pages @\$0.60 per page)	20,647.80
Fax transmissions (33,417; pages @ \$1.10 per page).....	36,758.70
Right Fax charges (258 pages @ \$0.11 per page)	28.38
Postage	9,004.68
Agency freelance expenses	138,455.56
Document retrieval services	39,207.99
All Service Computer Rental	8,026.96
Alpha Systems Data Processing.....	8,864.96
StatPlus Stationery	64.95
Court Reporter fees	1,650.00
Transcript fees	9,907.83
Miscellaneous expenses	14,883.61
Filing fee	175.00
Witness fees and expenses	355.27
Audio tapes of witness testimony	42.95
The CVK Group, Inc.....	653.40
Dataflight Software, Inc.	7,487.00
Hard drives	811.74
Certificate of Good Standing	15.00

TOTAL CHARGES AND DISBURSEMENTS: 2,057,533.17*

* In response to requests by the United States Trustee and the Fee Committee, Debevoise agreed to reduce the expenses sought in its first three Interim Fee Applications by \$35,659.60, for a revised total of \$2,021,873.57 in charges and disbursements.