

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

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

NAME OF APPLICANT: Freshfields Bruckhaus Deringer  
TIME PERIOD: January 29, 2002 though April 30, 2002  
ROLE IN THE CASE: Special International Course  
APPLICATION: Fees Requested: €960,218.79  
Expenses Requested: €5,896.09  
PRIOR APPLICATIONS: Fees Previously Requested: \$0.00  
Fees Previously Awarded: \$0.00  
Expenses Previously Requested: \$0.00  
Expenses Previously Awarded: \$0.00

## HOURS BILLED

Name	Hours Billed in Current Application	Rate € (unless otherwise stated)	Total Fees Sought in Application €
<b>Partners</b>			
Pieter Van Welzen,	9.5	640	6,080.00
Ivan Peeters	21.5	640	13,760.00
Laurent Garzaniti	23	640	14,720.00
Michael Haidinger	198	720	142,560.00
Sandy Shandro	5.3	640	3,392.00
Vincente Sierra	5.8	640	3,712.00
Enrico Castellani	19.3	640	12,352.00
Veronique J Collin	17	640	10,880.00
Various Partners fewer than 5 hours	4.1		2,952
<b>Associates</b>			
Juliette De Wijkerslooth,	11.4	296	3,374.40
Sander Klaassen	67.5	480	32,400.00
Michael Broeders	12.4	480	5,952.00
Roger Schellaars	20.7	296	6,127.20
Stanislav Kovar	35.9	480	17,232.00
Michaela Stessl	13.7	480	6,576.00
Andrej Mraz	15.2	296	4,499.20
Hein Hobbelen	18.8	480	9,024.00
Michael Rosenthal	156.5	480	75,120.00
Benedicte Claes	5.3	296	1,568.80

Name	Hours Billed in Current Application	Rate € (unless otherwise stated)	Total Fees Sought in Application €
Tamás Illés	8.8	296	2,604.8
	9.5	(HUF) 39.040,00	(HUF) 370.88 (approx €1,530)
Ottó Daróczy	9.5	296	2,812
	11.59	(HUF) 117110	(HUF) 1.357.304,90 (approx €5,550)
Klára Kecskénéti	0.8	296	236.8
	12.75	(HUF) 39.040,00	(HUF) 497.760,00 (approx €2,040)
Lars Westpfahl	160.1	624	99,902.40
Mathias Schulze Steinen	274.9	480	131,952.00
Thomas Krueger	7.5	480	3,600.00
Jörg Thierfelder	122.4	480	58,752.00
Wibke Mehl	8	480	3,840.00
Catherine Derrick	224.6	296	66,481.60
Carlos Javier Echalave	6.1	296	1,805.60
Natalia Gomez	36	296	10,656.00
Veronica Lodesani	58.5	325	19,012.5
Emmanuelle F Leroy	53	624	33,072.00
Vincent Brenot	6	480	2,880.00
Alexandra Szekely	126.7	480	60,816.00
Tomas Leuchter	8.4	480	4,032.00
Michal Pravda	7.10	296	2,101.60

Name	Hours Billed in Current Application	Rate € (unless otherwise stated)	Total Fees Sought in Application €
Fredrich Jergitsch	17.4	624	10,857.60
Harald Traxler	16.8	296	4,972.80
Various Associates fewer than 5 hours	53.4		24,296
<b>Paraprofessionals and Trainees</b>			
Frederique Lambert	46.8	240	11,232.00
	21	195	4,095
Philip Van Nevel	5	160	800.00
Yvette Ingwersen	5.6	160	896.00
Sam Ellis	5.4	160	864.00
Arne Schramm	14.5	240	3,480.00
Jochen Wilkens	3	160	480
	13	100	1,300
Nicolas Zambrana	5.8	160	928.00
Evelyn Rose	11	240	2,640.00
	1	125	125.00
Guillaume Tattevin	11.5	160	1,840.00
Satbir Kaur Tucker	22.7	160	3,632.00
Various Paraprofessionals and Trainees fewer than 5 hours	11.5		1,799

FRESHFIELDS BRUCKHAUS DERINGER  
Special International Counsel to the Debtors  
Alsterarkaden 27  
20354 Hamburg  
Germany

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

**FIRST APPLICATION OF FRESHFIELDS BRUCKHAUS DERINGER, AS  
SPECIAL INTERNATIONAL COUNSEL TO THE DEBTORS, FOR INTERIM  
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED  
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES  
INCURRED FROM JANUARY 29, 2002 THROUGH APRIL 30, 2002**

TO THE HONORABLE ROBERT E GERBER  
UNITED STATES BANKRUPTCY JUDGE:

Freshfields Bruckhaus Deringer (“Freshfields”), special international counsel for Global Crossing Ltd. and certain of its direct and indirect subsidiaries, as debtors and debtors in possession in these chapter 11 cases (collectively, the “Debtors”), for its first application (the “Application”), 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”), for the interim allowance of compensation for professional services performed by Freshfields for the period commencing 29 January, 2002 through and including 30 April, 2002 (the “Compensation Period”), and for reimbursement of its actual and necessary expenses incurred during the Compensation Period, respectfully represents:

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

1. This Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”) and the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals (the “Administrative Order” and, collectively with the Local Guidelines and UST Guidelines, the “Guidelines”). Pursuant to the Local Guidelines, a certification regarding compliance with same is attached hereto as Exhibit “A.”

2. Freshfields seeks allowance of interim compensation for professional services rendered to the Debtors during the Compensation Period, in the aggregate amount of €960,218.79, and for reimbursement of expenses incurred in connection with the rendition of such services in the aggregate amount of €5,896.09. During the Compensation Period, Freshfields professionals and paraprofessionals expended a total of 2,078.54 hours for which compensation is requested.

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

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

chapter 11 cases are the same rates Freshfields charges for professional and paraprofessional services rendered in comparable non bankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable nonbankruptcy cases in a competitive international legal market.

5. Pursuant to the UST Guidelines, annexed hereto as Exhibit “B” is a schedule setting forth all Freshfields professionals and paraprofessionals who have performed services in these chapter 11 cases during the Compensation Period, the capacities in which each such individual is employed by Freshfields, the office in which each individual practices, the hourly billing rate charged by Freshfields for services performed by such individual, and the aggregate number of hours expended in this matter and fees billed therefore.

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

7. Pursuant to Section II.D. of the UST Guidelines, annexed hereto as Exhibit “D” is a summary of Freshfields’ time records billed during the Compensation Period including the utilization of project categories as hereinafter described.

8. Freshfields maintains records of the time spent by all Freshfields’ professionals and paraprofessionals in connection with the prosecution of the Debtors’ chapter 11 cases. Such time records were made contemporaneously with the rendition of services by the person rendering such services. Subject to redaction for the attorney-client privilege where necessary to protect the Debtors’ estates, a copy of these records identifying each person performing professional services during the Compensation Period, the date on which such services were performed, the amount of time spent by each individual performing them and a

description of the services rendered, will be furnished to the Court, the statutory creditors' committee, the Debtors' senior secured lenders, and the United States Trustee for the Southern District of New York.

9. Since the commencement of these cases, pursuant to the Administrative Order, Freshfields provides the Debtors with a monthly fee statement following the month for which compensation is sought. During the Compensation Period, Freshfields has provided the Debtors with three fee statements for the months of February, March and April, respectively. With respect to such fee statements for the Compensation Period, Freshfields received two payments of €291,995.86 and €184,720.23. As of June 19, 2002 Freshfields is owed €297,355.03 from the Debtors not including the 20% holdback, for disbursements incurred and services performed during the Compensation Period, nor any fees for work performed during June 2002.

<b>Date of Monthly Statement</b>	<b>January 29 to February 28, 2002</b>	<b>March 1 to March 31, 2002</b>	<b>April 1 to April 30, 2002</b>	<b>Total</b>
<b>Fees Incurred (€)</b>	363,777.50	229,936.24	366,505.05	960,218.79
<b>Fees Paid (€)</b>	291,017.00 (80%)	183,948.99 (80%)	0	474,965.99
<b>Fees Owed (€) (not including 20% holdback)</b>	5 (0.00%)	0	293,204.04 (80%)	293,209.04
<b>Disbursements Incurred (€)</b>	978.86	771.24	4,145.99	5,896.09
<b>Disbursements Paid (€)</b>	978.86 (100%)	771.24 (100%)	0	1,750.10
<b>Disbursements Owed (€)</b>	0	0	4,145.99 (100%)	4,145.99

10. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the



preparation of this Application, Freshfields reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

### **BACKGROUND**

11. On January 28, 2002 (the “Commencement Date”), each of the Debtors, except GT U.K. Ltd. (“GTUK”), commenced a case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). GTUK commenced its chapter 11 case on April 24, 2002. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

12. By an order of the Court dated March 14, 2002 (the “Interim Retention Order”), the Debtors were authorized to retain Freshfields as special international counsel to render legal services in the prosecution of these chapter 11 cases on an interim basis, with the retention to become final following a hearing to consider any objections filed to the Debtors’ application for authority to employ Freshfields. No objections were filed to Freshfields’ retention and, thus, the Debtors’ retention of Freshfields became final on March 26, 2002, effective as of the Commencement Date.

13. No trustee or examiner has been appointed in the Debtors’ chapter 11 cases. On February 7, 2002, the United States Trustee appointed a statutory creditors’ committee (the “Committee”) pursuant to section 1102(a) of the Bankruptcy Code.

## **SUMMARY OF SERVICES**

14. As set forth more fully below, Freshfields was required to render a substantial amount of professional services during the Compensation Period. These services were often performed under severe time constraints, which was necessary to deal with the various critical issues typically faced by a debtor in a chapter 11 case and certain unique needs of the Debtors.

15. The Debtors' operations and services in Europe are owned and operated through a number of wholly owned subsidiaries incorporated in, amongst other places, France, Italy, the Netherlands, Germany, Belgium, Spain, Austria, the Czech Republic, Slovakia and Hungary. Freshfields' offices in each of these jurisdictions have provided advice to the Debtors during the Compensation Period. In addition, Freshfields have liased with counsel in Denmark, Norway, Sweden, Switzerland, Cyprus and Luxembourg, where further subsidiaries of the Debtor are incorporated, in order to provide comprehensive advice to the Debtors in respect of continental Europe.

16. The following is a summary of the significant professional services rendered by Freshfields during the Compensation Period. This summary is organized in accordance with the work codes set out in Exhibit A of the UST Guidelines.

### **Business Operations**

- Throughout the Compensation Period, Freshfields has assisted the debtors in connection with the legal issues that arise in the day-to-day operation of the business of their European subsidiaries.
- Advised on potential liabilities of directors of companies in financial difficulties, including providing advice on the specific liabilities involved in granting guarantys and security in favor of the Debtors.
- Advised on potential liabilities of the Debtors due to continued funding of the continental European subsidiaries.

- Advised on the resignation/replacement of directors, including advice on the extent to which the resigned directors could remain liable for the debts of the continental European subsidiaries of the Debtors and prepared necessary corporate documentation to carry out any changes of directors.
- Advised on insolvency filing requirements including drafting a memorandum on the insolvency tests and reviewing preliminary balance sheets in each jurisdiction, and attended telephone conferences to discuss work which should be undertaken to assess the solvency of the continental European subsidiaries of the Debtors.
- Provided contingency advice on insolvency proceedings available to the Debtors' continental European subsidiaries, including detailed advice on debtor in possession proceedings in various jurisdictions in particular regarding the extent of any involvement by an insolvency administrator, the effect of filing on contracts and licenses, and timing and costs issues.
- Reviewed promissory agreements drafted by Weil Gotshal & Manges ("WG & M") to ensure their compliance with the local law as part of the collateral package for continued funding by the Debtors of their continental European subsidiaries.
- Advised on security which could be granted over the network assets owned by the Debtors' continental European subsidiaries as part of the collateral package for continued funding, including advice on granting security over ducts, cables, real property and high value equipment.
- Liaised with counsel for Switzerland, Sweden, Denmark and Norway in respect of each of the above matters and with counsel for Cyprus and Luxembourg in relation to certain of the above matters.
- Advised on regulatory issues in several jurisdictions with a particular focus on Germany where extensive advice was necessary, and in order to maintain telecommunications licenses for certain of the Debtors' continental European subsidiaries held numerous telephone conferences with the regulators and prepared and filed papers with the regulators.
- Continuously monitored the regulatory situation of each of the Debtors' continental European subsidiaries
- Reviewed supply and customer contracts for the Scandinavian ring.
- Reviewed supply contracts in western and southern Europe to determine whether it would be possible to grant ownership rights in dark fibers or individual cables, and considered potential regulatory issues and the legal ability of the Debtors' continental European subsidiaries to grant such ownership rights.

- Performed legal research and other miscellaneous matters.
- Conducted team meetings and discussions in order to manage the workload more efficiently.
- Prepared for and participated in meetings and teleconferences with WG & M and the Debtors concerning numerous issues, including, among other things the financing of the continental European subsidiaries, granting security by the continental European subsidiaries, potential directors' liabilities, insolvency filing requirements and licenses and to discuss strategy and developments in these cases.

#### **Fee/Employment Applications**

- Prepared an Application for the Retention of Freshfields as Special International Counsel for the Debtors.
- Continued to monitor potential conflicts to Freshfields' representation of the Debtors.
- Prepared the Monthly Statement of Fees and Disbursements of Freshfields for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred for the Periods January 29, 2002 through February 28, 2002, March 1, 2002 through March 31, 2002 and April 1, 2002 through April 30, 2002.

#### **Asset Disposition**

- Advised on EU competition law aspects of the proposed acquisition of the Debtors by Hutchison Whampoa Ltd and Singapore Technologies Telemedia Ltd including several conference calls and drafting memorandums regarding (i) overview on European and certain national merger control regimes; (ii) the EU Commission's current approach as to the definition of markets in the telecoms sector; (iii) timing of a possible notification obligation on EU-level; (iv) definition of a concentration under the EU Merger Regulation; (v) preliminary competitive assessment of the proposed transaction; (vi) turnover calculation and allocation for EU merger review purposes.

17. The foregoing professional services performed by Freshfields were necessary and appropriate to the administration of the Debtors' chapter 11 cases. The professional services performed by Freshfields were in the best interests of the Debtors and other parties in interest. Compensation for the foregoing services as requested is commensurate with

the complexity, importance and nature of the problems, issues or tasks involved. The professional services were performed with expedition and in an efficient manner.

18. Freshfields has extensive experience in this sort of case. Freshfields specializes in the areas of corporate recovery, debt restructuring, finance, tax, corporate, securities, employee benefits and asset disposition, among others. Freshfields has an international network of offices, which has enabled Freshfields to provide comprehensive service to the Debtors.

19. The professional services performed by Freshfields on behalf of the Debtors during the Compensation Period required an aggregate expenditure of 2,078.54 recorded hours by Freshfields' partners, associates, trainees and paraprofessionals. Of the aggregate time expended, 303.5 recorded hours were expended by partners of Freshfields, 1597.24 recorded hours were expended by associates and 177.8 recorded hours were expended by trainees and paraprofessionals of Freshfields.

20. During the Compensation Period, Freshfields' hourly billing rates for attorneys ranged from €296 to €720 per hour. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys of approximately €487.24 (based on 1900.74 recorded hours for attorneys at Freshfields' regular billing rates in effect at the time of the performance of services). Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy cases in a competitive international legal market. As noted, attached hereto is a schedule listing each Freshfields' professional and paraprofessional who performed services in these cases during the Compensation Period, the hourly rate charged by Freshfields for services performed by each such individual and the aggregate number of hours and charges by each such individual.

21. During the Compensation Period, the hourly rate charged by Freshfields has changed for certain professionals and paraprofessionals. Rate changes for professionals and paraprofessionals in the Budapest office were caused by the incorporation of the Budapest office into the main Freshfields' billing system (these changes effected the April monthly statement during which period the costs incurred by the Budapest office were €5,653). In addition, Frederique Lambert, Jochen Wilkens and Evelyn Rose were mistakenly charged out at lower rates in the March monthly statement. They were charged at the correct rate in all other monthly statements, and Freshfields is not seeking to recover the difference between the two rates.

**ACTUAL AND NECESSARY DISBURSEMENTS OF FRESHFIELDS**

22. As set forth in Exhibit "C" hereto, Freshfields has disbursed €5,896.09 as expenses incurred in providing professional services during the Compensation Period. With respect to facsimile expenses, in compliance with the Guidelines, Freshfields does not charge for facsimile transmissions. Only clients who actually use services of the types set forth in Exhibit "C" are separately charged for such services.

23. The time constraints imposed by the circumstances of these cases have required Freshfields' attorneys and other employees at times to devote time during the evenings and on weekends to the performance of legal services on behalf of the Debtors. These extraordinary services were essential to meet deadlines, and satisfy the demands of the Debtors' businesses and the administration of their estates. While Freshfields has not charged the Debtors for any overtime expense, consistent with firm policy, attorneys and other employees of Freshfields who worked late into the evenings or on weekends were reimbursed for their reasonable meal costs and their cost for transportation from the office to home. Freshfields' regular practice is not to include components for those charges in overhead when establishing

billing rates and to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of services. The reimbursement amounts do not exceed those set forth in the Guidelines.

24. In addition, due to the location of the Debtors' businesses in relation to Freshfields' offices, frequent long distance telephone calls were required. On several occasions, overnight delivery of documents and other materials was required as a result of circumstances necessitating the use of such express services. These disbursements are not included in Freshfields' overhead for the purpose of setting billing rates. Freshfields has made every effort to minimize its disbursements in these cases. The actual expenses incurred in providing professional services were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors, their estates, and creditors.

**THE REQUESTED COMPENSATION SHOULD BE ALLOWED**

25. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including --

- (A) the time spent on such services;
- (B) the rates charged for such services;

(C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

(D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and

(E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

26. In the instant case, Freshfields respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary for, beneficial to, and in the best interests of the Debtors' estates. Freshfields further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

27. Given the complexity of the issues, certain matters required the attention of two or more Freshfields lawyers with expertise in different areas of the law. For example, lawyers who practice in Freshfields' telecommunications media and technology group and lawyers who practice in Freshfields' insolvency and restructuring group have coordinated their efforts to provide a comprehensive service to the Debtors. In order to utilize Freshfields' lawyers in this cost effective manner, the work of the more junior lawyers was reviewed by a more senior lawyer, and meetings were held among lawyers to coordinate their efforts. Whenever possible, Freshfields sought to minimize the costs of Freshfields' services to the Debtors by utilizing junior attorneys and paraprofessionals to handle the more routine aspects of case administration.



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

#### **MEMORANDUM OF LAW**

29. The Debtors submit that the relevant legal authorities are set forth herein and that the requirement pursuant to Local Bankruptcy Rule 9013-1 that the Debtors file a memorandum of law in support of this Application is satisfied.

#### **NOTICE**

30. Notice of this Application has been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for the Debtors' senior secured lenders, (iii) the attorneys for the official committee of unsecured creditors, (iv) the JPLs and their attorneys, and (v) those parties entitled to notice pursuant to this Court's order dated January 28, 2002 establishing certain notice procedures in these chapter 11 cases. The Debtors submit that no other or further notice need be provided.

## CONCLUSION

WHEREFORE Freshfields respectfully requests (i) interim allowance of compensation for professional services rendered during the Compensation Period in the amount of €960,218.79 and reimbursement for actual and necessary expenses Freshfields incurred during the Compensation Period in the amount of €5,896.09; (ii) the allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to Freshfields' right to seek additional compensation for services performed and expenses incurred during the Compensation Period, which were not processed at the time of this Application; and (iii) the Court grant Freshfields' such other and further relief as is just.

Dated: Hamburg, Germany  
June 25, 2002



Dr Michael Haidinger  
(A Partner of Freshfields)

FRESHFIELDS BRUCKHAUS DERINGER  
Alsterarkaden 27  
20354 Hamburg  
Germany

Special International Counsel to the Debtors

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 Dr Michael Haidinger

UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK

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In re	:	
	:	Chapter 11 Case Nos.
GLOBAL CROSSING LTD., <i>et al.</i> ,	:	02-40187 (REG) through
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-----X		(Jointly Administered)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND  
 DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF FIRST  
 APPLICATION OF FRESHFIELDS BRUCKHAUS DERINGER FOR INTERIM  
 COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Michael Haidinger, hereby certify that:

1. I am a partner with the applicant firm, Freshfields Bruckhaus Deringer (“Freshfields”), with responsibility for the chapter 11 cases of Global Crossing Ltd., and certain of its direct subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”), in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”) and the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Monthly Compensation and

Reimbursement of Expenses of Professionals (the “Administrative Order” and, collectively with the Local Guidelines and UST Guidelines, the “Guidelines”).

2. This certification is made in respect of Freshfields' application, dated June 25, 2002 (the “Application”), for interim compensation and reimbursement of expenses for the period commencing January 29, 2002 through and including April 30, 2002 (the “Compensation Period”) in accordance with the Guidelines.

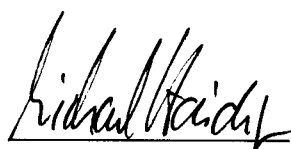
3. In respect of section B.1 of the Local Guidelines, I certify that:

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

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

5. In respect of section B.3 of the Local Guidelines, I certify that (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for the Debtors' senior secured lenders, (iii) the attorneys for the official committee of unsecured creditors, (iv) the JPLs and their attorneys, and (v) those parties entitled to notice pursuant to this Court's order dated January 28, 2002 establishing certain notice procedures in these chapter 11 cases are each being provided with a copy of the Application.

Dated: Hamburg, Germany  
June 25, 2002



Dr Michael Haidinger

**Global Crossing - Chapter 11**

Exhibit B

<b>Amsterdam</b>				
<b>Name</b>	<b>Level</b>	<b>Rate €</b>	<b>Hours</b>	<b>Amount (EUR)</b>
Lambooj, Machiel	Partner	720	1,7	1.224,00
Perrick, Steven	Partner (Notary)	720	0,5	360,00
Van Welzen, Pieter	Partner	640	9,5	6.080,00
De Wijkerslooth, Juliette	Associate	296	11,4	3.374,40
Klaassen, Sander	Associate	480	67,5	32.400,00
Broeders, Michael	Associate	480	12,4	5.952,00
Hobbelen, Hein	Associate	480	2	960,00
Schellaars, Rogier	Associate	296	20,7	6.127,20
Doorman, Alexandra	Associate	296	4,1	1.213,60
<b>Total</b>			<b>129,8</b>	<b>57.691,20</b>

<b>Bratislava</b>				
<b>Name</b>	<b>Level</b>	<b>Rate €</b>	<b>Hours</b>	<b>Amount (EUR)</b>
Markechova, Jans	Associate	624	1,6	998,40
Kovar, Stanislav	Associate	480	35,9	17.232,00
Stessl, Michaela	Associate	480	13,7	6.576,00
Repo, Radovan	Associate	480	1,5	720,00
Mraz, Andrej	Associate	296	15,2	4.499,20
Klimanova, Katarina	Paralegal	240	0,2	48,00
<b>Total</b>			<b>68,1</b>	<b>30.073,60</b>

<b>Brussels</b>				
<b>Name</b>	<b>Level</b>	<b>Rate €</b>	<b>Hours</b>	<b>Amount (EUR)</b>
Peeters, Ivan	Partner	640	21,5	13.760,00
Beuls, Katrien	Associate	624	0,4	249,60
De Munter, Marc	Associate	624	1,3	811,20
Hermand, Olivier	Associate	480	2,2	1.056,00
Lambert, Frederique	Trainee	240	46,8	11.232,00
		195	21	4.095,00
Van Nevel, Philip	Paralegal	160	5	800,00
<b>Total</b>			<b>98,2</b>	<b>32.003,80</b>

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**Brussels (EC Practice)**

Name	Level	Rate €	Hours	Amount (EUR)
Garzaniti, Laurent	Partner	640	23	14.720,00
Hobbelen, Hein	Associate	480	18,8	9.024,00
Rosenthal, Michael	Associate	480	156,5	75.120,00
Janssens, Thomas	Associate	480	3,3	1.584,00
Snels, Tom	Associate	296	1,1	325,60
Claes, Benedicte	Associate	296	5,3	1.568,80
Ingwersen, Yvette	Trainee	160	5,6	896,00
Ellis, Sam	Trainee	160	5,4	864,00
<b>Total</b>			<b>219</b>	<b>104.102,40</b>

**Budapest**

Name	Level	Rate €	Hours	Amount
Kecskenéti, Klára	Associate	296	0,8	237
Illés, Tamás	Associate	296	8,8	2.605
Daróczi, Ottó	Associate	296	9,5	2.812
<b>Total</b>			<b>19,1</b>	<b>5.653,60</b>

**Budapest**

Name	Level	Rate (HUF)	Hours	Amount (HUF)
Kecskenéti, Klára	Associate	39.040,00	12,75	497.760,00
Illés, Tamás	Associate	39.040,00	9,5	370.880,00
Daróczi, Ottó	Associate	117110	11,59	1.357.304,90
<b>Total</b>			<b>33,84</b>	<b>2.225.944,9</b>
<b>Total EUR*</b>				<b>€ 9.142,44</b>

February monthly statement: 1 EUR = 244.75 HUF

March monthly statement: 1 EUR = 242.60 HUF

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<b>Hamburg</b>				
<b>Name</b>	<b>Level</b>	<b>Rate €</b>	<b>Hours</b>	<b>Amount (EUR)</b>
Haidinger, Michael	Partner	720	198	142.560,00
Westpfahl, Lars	Associate	624	160,1	99.902,40
Schulze Steinen, Mathias	Associate	480	274,9	131.952,00
Krueger, Thomas	Associate	480	7,5	3.600,00
Thierfelder, Jörg	Associate	480	122,4	58.752,00
Mehl, Wibke	Associate	480	8	3.840,00
Triebel, Götz	Associate	296	4,3	1.272,80
Schramm, Arne	Trainee	240	14,5	3.480,00
von Burgsdorff, Christoph	Trainee	160	3	480,00
Wilkens, Jochen	Trainee	160	3	480,00
		100	13	1.300,00
<b>Total</b>			<b>808,7</b>	<b>447.619,20</b>

<b>London</b>				
<b>Name</b>	<b>Level</b>	<b>Rate €</b>	<b>Hours</b>	<b>Amount (EUR)</b>
Shandro, Sandy	Partner	640	5,3	3.392,00
Derrick, Catherine	Associate	296	224,6	66.481,60
Tucker, Satbir Kaur	Paralegal	160	22,7	3.632,00
Hilton, Emma Zoe	Paralegal	160	3	480,00
<b>Total</b>			<b>255,6</b>	<b>73.985,60</b>

<b>Madrid</b>				
<b>Name</b>	<b>Level</b>	<b>Rate €</b>	<b>Hours</b>	<b>Amount (EUR)</b>
Sierra, Vincente	Partner	640	5,8	3.712,00
Murillo, Rafael	Associate	480	1,5	720,00
Echalave, Carlos Javier	Associate	296	6,1	1.805,60
Gazulla Ascoz, Javier	Associate	480	1,5	720,00
Nuevo, David	Associate	480	1	480,00
Zunzunegui, Adolfo	Associate	480	1	480,00
Gomez, Natalia	Associate	296	36	10.656,00
Zambrana, Nicolas	Trainee	160	5,8	928,00
<b>Total</b>			<b>58,7</b>	<b>19.501,60</b>



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**Milan**

Name	Level	Rate €	Hours	Amount (EUR)
Castellani Enrico	Partner	640	19,3	12.352,00
Lodesani, Veronica	Associate	325	58,5	19.012,50
Sartorelli, Valentina	Trainee	145	3,8	551,00
<b>Total</b>			<b>81,6</b>	<b>31.915,50</b>

**Paris**

Name	Level	Rate €	Hours	Amount (EUR)
Collin, Veronique J.	Partner	640	17	10.880,00
Leroy, Emmanuelle F.	Associate	624	53	33.072,00
Cathiard-Guillermin, Catherine	Associate	624	4	2.496,00
Delvaque, Suzanne	Associate	480	0,3	144,00
Brenot, Vincent	Associate	480	6	2.880,00
Bourgoin, Frederic	Associate	480	4,5	2.160,00
Szekely, Alexandra	Associate	480	126,7	60.816,00
Perdrix, Corrina G.	Associate	480	0,5	240,00
Morin, Caroline	Associate	480	2,1	1.008,00
Toussaint, Jean Baptiste	Associate	296	0,6	177,60
Rose, Evelyne	Paralegal	240	11	2.640,00
		125	1	125,00
Tattevin, Guillaume	Trainee	160	11,5	1.840,00
Manevy, Isabelle	Trainee	160	1	160,00
Thepenier-Rouzaud, Maxim	Info Officer	160	0,5	80,00
<b>Total</b>			<b>239,7</b>	<b>118.718,60</b>

**Prague**

Name	Level	Rate €	Hours	Amount (EUR)
Leuchter, Tomas	Associate	480	8,4	4.032,00
Pochazka, Jan	Associate	480	3,3	1.584,00
Kozak, David	Associate	480	2,90	1.392,00
Pravda, Michal	Associate	296	7,10	2.101,60
Lescinsky, Jan	Associate	296	3,70	1.095,20
Zakouril, Vaclav	Associate	296	1,6	473,60
<b>Total</b>			<b>27</b>	<b>10.678,40</b>

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<b>Rome</b>				
<b>Name</b>	<b>Level</b>	<b>Rate €</b>	<b>Hours</b>	<b>Amount (EUR)</b>
Ulissi, Luca	Associate	624	3,1	1.934,40
<b>Total</b>			<b>3,1</b>	<b>1.934,40</b>

<b>Vienna</b>				
<b>Name</b>	<b>Level</b>	<b>Rate €</b>	<b>Hours</b>	<b>Amount (EUR)</b>
Staringer, Claus	Partner	720	1,9	1.368,00
Jergitsch, Fredrich	Associate	624	17,4	10.857,60
Traxler, Harald	Associate	296	16,8	4.972,80
<b>Total</b>			<b>36,1</b>	<b>17.198,40</b>

**Total**                      **Total (EUR)**  
**2.078,54**                      **960.218,79**

**ACTUAL AND NECESSARY DISBURSEMENTS INCURRED BY  
FRESHFIELDS BRUCKHAUS DERINGER JANUARY 29, 2002 THROUGH  
APRIL 30, 2002**

<b>DISBURSEMENT</b>	<b>TOTAL (€)</b>
Travel Expenses	1,781.34
Translation	244.89
Telephone/Fax	1,775.25
Meal Expenses	150.15
Courier Services	1,389.00
Public Notary's Fees	555.46
<b>Total Disbursements</b>	<b>5,896.09</b>

**SUMMARY OF SERVICES BY WORK CODE FOR SERVICES RENDERED  
JANUARY 29, 2002 THROUGH APRIL 30, 2002**

<b>DESCRIPTION</b>	<b>HOURS</b>	<b>AMOUNT</b>
Business Operations	1,824.74	€866,854.76
Fee/Employment Applications	64	€20,884.03
Asset Disposition	190	€91,280.00
<b>Total</b>	<b>2,078.74</b>	<b>€960,218.79</b>