

Hearing Date: April 22, 2004 at 9:45 am

MILLER & CHEVALIER CHARTERED
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Attorneys for Debtors and Debtors In Possession

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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In re :
 : **Chapter 11 Case No.**
 :
GLOBAL CROSSING LTD., et al., : **02-40187 (REG) through**
 : **02- 40241 (REG),**
 : **02-11982**
 :
 Debtors. : **(Jointly Administered)**
 :
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**THIRD APPLICATION OF MILLER & CHEVALIER CHARTERED,
AS ATTORNEYS FOR THE DEBTORS, FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY
EXPENSES INCURRED FROM APRIL 1, 2003 THROUGH DECEMBER 9, 2003
AND FOR FINAL ALLOWANCE OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES INCURRED
FROM AUGUST 1, 2002 THROUGH DECEMBER 9, 2003**

TO THE HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE:

Miller & Chevalier Chartered ("M&C"), as special tax counsel for Global Crossing Ltd. and its debtor subsidiaries, as debtors in possession in the above-captioned cases (collectively, the "Debtors"), submits its third and final application ("Third and Final 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 (i) the allowance of compensation for professional services performed by M&C for the period from April 1, 2003 through December 9, 2003 (the “Third Compensation Period”), including payment of the holdback for the Third Compensation Period; (ii) the reimbursement of its actual and necessary expenses incurred during the Third Compensation Period; and (iii) the final allowance of compensation for professional services performed by M&C and reimbursement of actual and necessary expenses incurred during the period from August 1, 2002 through December 9, 2003 (the “M&C’s Complete Compensation Period”). M&C respectfully shows this Honorable Court that:

**PRELIMINARY STATEMENT REGARDING COMPENSATION AND EXPENSES
FOR WHICH ALLOWANCE IS SOUGHT**

1. M&C prepared this Third and Final Application in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Amended 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 “U. S. Trustee Guidelines”), the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (the “Administrative Order”), and the General Recommendations of the Fee Committee applicable to all professionals’ Fee Applications set forth in the Statement Of The Fee Committee In Regard To The Applications For Second Interim Compensation And Reimbursement Of Expenses filed with the Court on April 16, 2003 (“General Recommendations,” and collectively with the Amended Local Guidelines, the U. S. Trustee Guidelines and the Administrative Order, the “Guidelines”). Pursuant to the Amended Local Guidelines, a certification regarding compliance with the same is attached hereto as Exhibit A.

2. M&C seeks allowance of the compensation for professional services rendered to the Debtors during the Third Compensation Period in the aggregate amount of \$152,593.00, and for reimbursement of expenses incurred in connection with the rendition of such services in the aggregate amount of \$5,935.54.

3. M&C also requests final allowance of \$1,049,023.64 for the Complete Compensation Period, representing \$1,018,173.50 as compensation for professional services rendered by M&C and \$30,850.14 as reimbursement for actual and necessary expenses incurred by M&C. To date, M&C has received \$967,625.02 for fees and disbursements.

4. There is no agreement or understanding between M&C or any other person, other than members of the firm, for the sharing of compensation to be received for services the rendered to the Debtors.

5. M&C's fees in these cases are billed in accordance with its existing billing rates and procedures in effect during the Complete Compensation Period. The rates M&C charges for the services rendered by its professionals and paraprofessionals in these chapter 11 cases are the same rates M&C charges for professional and paraprofessional services rendered in comparable, complex nonbankruptcy-related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable nonbankruptcy cases in a competitive national legal market.

6. During the Third Compensation Period, M&C attorneys and paraprofessionals expended a total of 360.9 hours for which compensation is requested. Pursuant to the U. S. Trustee Guidelines, attached hereto as Exhibit B-1 is a schedule setting forth all M&C 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 M&C, the hourly billing rate charged for services performed by such individual, the aggregate number of hours expended by, and the aggregate amount of the M&C fees attributable to, each individual, and the year in which each professional was first licensed to practice law. As noted in Exhibit B-1, each professional practices in M&C's Tax Department. Also attached hereto as Exhibit B-2 is a schedule setting forth all M&C professionals and paraprofessionals who have performed services in these chapter 11 cases during M&C's Complete Compensation Period, the capacities in which each such individual is employed by M&C, the hourly billing rate charged for services performed by such individual, the aggregate number of hours expended by, and the aggregate amount of the M&C fees attributable to, each individual, and the year in which each professional was first licensed to practice law.

7. Attached hereto as Exhibit C is a schedule specifying the categories of expenses for which M&C is seeking reimbursement and the total amount for each such expense category for both the Third Compensation Period and M&C's Complete Compensation Period.

8. Pursuant to Section II.D of the U. S. Trustee Guidelines, attached hereto as Exhibit D is a summary by project categories of the services performed by M&C during both the Third Compensation Period and M&C's Complete Compensation Period.

9. M&C maintains computerized records of the daily time sheets submitted by all M&C attorneys and paraprofessionals. Following the time entries of these records is (1) a time summary listing the name, time spent, billing rate, and amount billed for each of the attorneys and paraprofessionals rendering services on behalf of the Debtors; and (2) an expense summary listing the type and amount of the expense incurred by M&C. Copies of these computerized records have been furnished to the Court, the Debtors and their bankruptcy attorney, the U. S.

Trustee, the attorneys for the Debtors' prepetition lenders, the attorney for the Official Committee of Unsecured Creditors, the Joint Provisional Liquidators ("JPLs") and their attorney, and the members of the Fee Committee in connection with M&C's monthly fee statements, and are attached hereto as Exhibit E.¹

10. With respect to its fee statements for the Third Compensation Period, M&C has received payments totaling \$113,651.67, representing payment of eighty percent (80%) of the professional services rendered by M&C and one hundred percent (100%) of the expenses incurred by M&C for the period from April 1, 2003 through October 31, 2003. M&C has not received any payments with respect to its fee statements for the period from November 1, 2003 through December 9, 2003. On April 21, 2003, this Court sustained the Fee Committee's recommendation to allow the compensation and expenses requested by M&C in its first Fee Application for the period from August 1, 2002 through September 30, 2002, in the aggregate amount of \$219,180.13. This amount has been paid in full to M&C. On December 16, 2003, this Court sustained the Fee Committee's recommendation to allow the compensation and expenses requested by M&C for its second Fee Application for the period from October 1, 2002 through March 30, 2003, in the aggregate amount of \$671,314.97. As of December 29, 2003, M&C has been paid \$661,914.99 of the \$671,314.97.

11. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Third Compensation Period, but were not processed prior to the preparation of this Application, M&C reserves the right to seek additional compensation for such services and reimbursement of such expenses.

¹ Due to their voluminous nature, the computerized records are not being filed electronically with the Court but are available from the undersigned upon request by contacting Judy Dixon at (202) 626-5800.

BACKGROUND

12. On January 28, 2002 (the “Commencement Date”), each of the Debtors, except GT U.K. Ltd. (“GTUK”), commenced a case under chapter 11 of the Bankruptcy Code. GTUK commenced its chapter 11 case on April 24, 2002. On the Commencement date and in furtherance of these chapter 11 cases, each Debtor that is incorporated in Bermuda (collectively the “Bermuda Group”) commenced a coordinated proceeding in the Supreme Court of Bermuda.

13. Prior to the filing of the chapter 11 cases, the Internal Revenue Service (“IRS”) commenced an audit (the “Audit”) of the Debtors’ federal income tax returns for the taxable years ending December 31, 1996 through December 31, 2000. The IRS later expanded the Audit in Fall 2002 to include the Debtors’ 2001 federal income tax return.²

14. By order dated October 22, 2002, the Debtors were authorized to retain M&C as special tax counsel, nunc pro tunc to August 1, 2002, to represent the Debtors in connection with the Audit (and any subsequent administrative or judicial proceedings regarding the issues involved in the Audit), and to counsel the Debtors on tax matters not within the scope of the Audit but affecting the aforementioned tax years or tax years subsequent to the Audit.

15. In December 2002, the Debtors and the IRS reached an agreement resolving the Audit (the “IRS Settlement”). Consequently and prior to December 31, 2002, the extended date by which the IRS was required to file its proofs of claim in the chapter 11 cases (the “Bar Date”), the IRS filed its proofs of claim in the chapter 11 cases. In furtherance of the IRS Settlement, the Debtors on December 19, 2002 executed a closing agreement (“the Closing Agreement”) setting forth the agreed adjustments and treatment of certain underlying tax reporting items.

² More precisely, the returns for 1996-2000 were the consolidated returns of the debtor Global Crossing North America, Inc. and its U. S. subsidiaries (each also a debtor). The 2001 return was the consolidated return of the debtor Global Crossing North American Holdings, Inc. and its U. S. subsidiaries (each also a debtor).

16. The Closing Agreement was subject to approval by the Joint Committee on Taxation (“Joint Committee”), and by its terms, was subject to the approval of this Court. The Joint Committee approved the Closing Agreement on March 31, 2003. The IRS signed the Closing Agreement on April 16, 2003. Thereafter, M&C, the Debtors, the IRS, and United States Department of Justice (the “U. S. Justice Department”) worked together to enter into a Stipulation, Agreement and Order (the “Stipulation”) regarding the IRS’s proofs of claim so as to make effective and binding on the parties the Closing Agreement. This Court approved the Stipulation on July 30, 2003.

17. M&C’s request reflects the requisite time, skill and effort M&C expended towards (1) assisting the Debtors in defending the positions taken on their federal income tax returns for the taxable years ending December 31, 1996 through December 31, 2001, (2) making certain that resolution of the Audit was approved by this Court, and (3) counseling the Debtors on tax matters potentially affecting the aforementioned tax years but not within the scope of the Audit and on tax matters affecting tax years subsequent to the Audit.

SUMMARY OF M&C’S SERVICES

18. Rather than burden the Court with an overly detailed or lengthy recitation of each and every item of professional services that M&C performed during the Third Compensation Period, the following summary highlights the major areas to which M&C devoted substantial services and attention during the Third Compensation Period. (The full breadth of M&C’s services, of course, is reflected in M&C’s computerized records which, as previously noted, M&C has provided to this Court.)

a. Tax Issues. The Audit raised complex and novel issues of law and fact and had the potential to expose the Debtors to large tax deficiencies. With M&C’s assistance, the Audit

was resolved favorably for the Debtors under IRS “Fast Track” settlement procedures. During the Third Compensation Period, M&C spent considerable time and effort in (1) working with the Debtors (and their bankruptcy counsel, Weil, Gotshal & Manges LLP), the IRS, and the U. S. Justice Department to execute the Stipulation, (2) analyzing and rendering advice on tax issues potentially affecting the Audit years but not within the scope of the Audit, and (3) analyzing and rendering advice on tax issues affecting years subsequent to the Audit.

19. The aforementioned professional services performed by M&C were necessary and valuable to the Debtors. Compensation for these services is commensurate with the complexity, importance, and nature of the problems, issues, or tasks involved.

20. All of the professional services performed by members and associates of M&C during the Third Compensation Period were rendered by the Tax Department. M&C has a preeminent practice in this area and enjoys a national reputation for its expertise in representing taxpayers in controversies before the IRS and the courts, with nearly half the firm’s attorneys devoted solely to handling tax matters. M&C has intimate knowledge of the IRS organization and has good working relationships with the management of the IRS operating divisions, industry groups, and their counsel. Indeed, six of the eleven attorneys providing services during the Third Compensation Period are former government tax attorneys.

21. The professional services performed by M&C on behalf of the Debtors during the Third Compensation Period required an aggregate expenditure of 360.9 recorded hours by M&C’s members, associates, and paraprofessionals.³ Of the aggregate time expended, 102.25 recorded hours were expended by members of M&C, 258.05 recorded hours were expended by

³ M&C also recorded 1.1 hours for preparing its response to the Fee Committee’s comments on M&C’s second Fee Application. These hours are not included in the hours noted in the text above (or in attached Exhibits B-1, B-2 and C), and thus, M&C is not requesting allowance of compensation attributable to such task in the amount of \$341.00, in accordance with the General Recommendations.

associates and an of counsel attorney of M&C, and .6 recorded hours were expended by paraprofessionals of M&C. None of the tasks subsumed within the paraprofessional time relates to clerical tasks but, rather, to valuable tax research performed by individuals who have assisted throughout the Complete Compensation Period. Although several attorneys each billed less than ten hours during the Third Compensation Period, upon review of the tasks subsumed within their billed time, all time related to providing valuable legal advice that (i) ensured that resolution of the Audit would be approved by this Court (which it was), and (ii) helped the Debtors understand the likely outcome of certain tax issues either potentially affecting the Audit years but not within the scope of the Audit or tax years subsequent to the Audit. All of the professional services performed by M&C were performed with expedience and in an efficient manner.

22. During the Third Compensation Period, M&C's hourly billing rates for attorneys ranged from \$225 to \$750 per hour. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy cases in a competitive national legal market. As noted, attached hereto as Exhibit B-1 is a schedule listing each M&C professional and paraprofessional who performed services in these cases during the Third Compensation Period, the hourly rate charged by M&C for services performed by each such individual, and the aggregate number of hours and charges by each such individual.

SUMMARY OF ACTUAL AND NECESSARY EXPENSES

23. As set forth in Exhibit C hereto, M&C incurred and seeks reimbursement for \$5,935.54 in expenses in providing professional services during the Third Compensation Period. These expenses are reasonable and necessary in light of the size and complexity of the Audit and the events occurring post-Audit. The majority of the expenses are for computerized research. In order for M&C to properly analyze and address the various tax issues implicated by the Audit

and post-Audit, M&C attorneys have needed to perform considerable research. In accordance with the Amended Local Guidelines, the computerized research expenses are billed to the extent of the invoiced cost from the vendor.

24. While M&C has not charged the Debtors for any overtime expenses in accordance with the Amended Local Guidelines, consistent with firm policy, M&C attorneys who worked late into the evenings or on weekends were reimbursed for their cost for transportation from the office to home. M&C's regular practice is not to include components for those charges in overhead when establishing billing rates and to charge its clients for this and all other out-of-pocket disbursements incurred during the regular course of the rendition of services.

25. With respect to photocopying expenses, during the Third Compensation Period M&C charged the debtors \$0.10 per page, which is not the rate it customarily charges its clients (the customary rate is \$0.15 per page) but is in accordance with the General Recommendations of the Fee Committee. Accordingly, the amount listed in Exhibit C for photocopying expenses (and the amount for which M&C is seeking reimbursement) for the Third Compensation Period -- \$192.95 -- is calculated based on the Fee Committee's recommended rate of \$0.10 per page.

26. With respect to facsimile expenses, in compliance with the Amended Local Guidelines, M&C does not charge for facsimile transmissions, other than the cost of long distance facsimiles at applicable toll charge rates, which invariably are less than \$1.25 per page as permitted by the Amended Local Guidelines. With respect to travel, meals, transportation, and document processing, M&C did not incur any amount related to these expenses during the Third Compensation Period.

27. Each of the charges listed in Exhibit C are intended to cover M&C's direct operating costs, which costs are not incorporated into the M&C hourly billing rates. Only clients who actually use services of the types set forth in Exhibit C are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

THE REQUESTED COMPENSATION AND EXPENSES SHOULD BE ALLOWED

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

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

(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).

29. In the instant case, M&C respectfully submits that the services for which it seeks compensation and the expenses for which it seeks reimbursement in this Third and Final Application were, at the time rendered, believed to be necessary for and beneficial to the Debtors. M&C further submits that, in light of the nature, extent, and value of such services to the Debtors, and because of the magnitude and complexity of the Audit and events post-Audit, M&C submits that the compensation and expense reimbursement requested herein is reasonable and approval thereof is warranted.

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

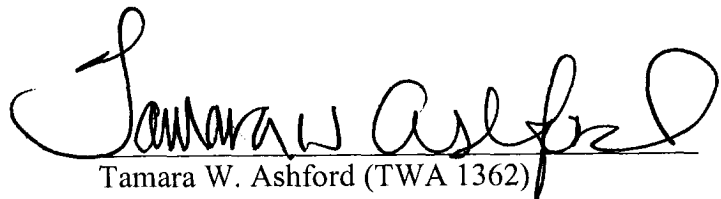
31. No previous motion for the relief sought herein has been made to this or any other court.

WHEREFORE M&C respectfully requests (i) compensation for professional services rendered during the Third Compensation Period in the amount of \$152,593.00 and reimbursement for actual and necessary expenses M&C incurred during the Third Compensation Period in the amount of \$5,935.54; (ii) that the allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to M&C's right to seek additional compensation for services performed and expenses incurred during the Third Compensation Period which were not processed at the time of this

Third and Final Application; and (iii) the Court grant M&C such other and further relief as is just.

M&C also respectfully requests final allowance of \$1,049,023.64 for M&C's Complete Compensation Period, representing \$1,018,173.50 as compensation for professional services rendered by M&C and \$30,850.14 as reimbursement for actual and necessary expenses incurred by M&C.

Dated: Washington, D.C.
February 9, 2004



Tamara W. Ashford (TWA 1362)

EXHIBIT A
CERTIFICATION

MILLER & CHEVALIER CHARTERED
655 Fifteenth Street, N.W., Suite 900
Washington, DC 20005-5701
Telephone: (202) 626-5800
Facsimile: (202) 628-0858
Lawrence B. Gibbs (LBG 0992)
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Attorneys for Debtors and Debtors In Possession

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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In re :
: Chapter 11 Case No.
:
:
GLOBAL CROSSING LTD., et al., : 02-40187 (REG) through
: 02- 40241 (REG),
: 02-11982
Debtors. :
: (Jointly Administered)
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**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF THIRD
AND FINAL APPLICATION OF MILLER & CHEVALIER CHARTERED FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Tamara W. Ashford, hereby certify that:

1. I am an attorney of the applicant firm, Miller & Chevalier Chartered (“M&C”), which represents Global Crossing Ltd. and its affiliated debtors (collectively, the “Debtors”), as their special tax counsel.

2. I am the professional designated by M&C with the responsibility for M&C’s compliance in these cases 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 “Amended 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 “U. S. Trustee Guidelines”), 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 the General Recommendations of the Fee Committee applicable to all professionals' Fee Applications set forth in the Statement Of The Fee Committee In Regard To The Applications For Second Interim Compensation And Reimbursement Of Expenses filed with the Court on April 16, 2003 ("General Recommendations," and collectively with the Amended Local Guidelines, the Administrative Order, and the U. S. Trustee Guidelines, the "Guidelines").

2. This certification is made in respect of M&C's third and final application, dated February 9, 2004 (the "Third and Final Application"), for allowance of compensation and reimbursement of expenses for the period commencing April 1, 2003 through December 9, 2003 (the "Third Compensation Period"), and for final allowance of compensation and reimbursement of expenses for the period from August 1, 2002 through December 9, 2003 (the "M&C's Complete Compensation Period"), in accordance with the Guidelines.

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

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

4. In respect of section B.2 of the Amended Local Guidelines and as required by the Administrative Order, I certify that M&C's monthly statements of fees and disbursements that form the basis for the Third and Final Application have been timely provided to the United States

Trustee for the Southern District of New York (the "U. S. Trustee"), the Debtors and their bankruptcy attorney, the attorneys for the Debtors' prepetition lenders, the attorney for the Official Committee of Secured Creditors (the "Creditors' Committee"), the joint provisional liquidators and their attorney, the members of the Fee Committee, and the Honorable Robert E. Gerber.

5. In respect of section B.3 of the Amended Local Guidelines, I certify that the U. S. Trustee, the Debtors and their bankruptcy attorney, the attorney for the Creditors' Committee, and the members of the Fee Committee are being timely provided with a copy of the Third and Final Application.

Dated: Washington, D.C.
February 9, 2004

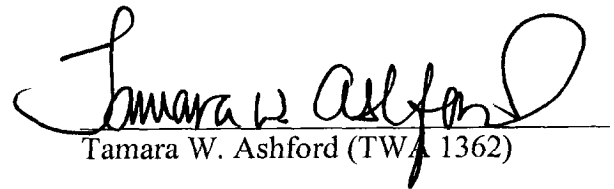

Tamara W. Ashford (TWA 1362)

EXHIBIT B-1
SERVICES RENDERED BY MILLER & CHEVALIER CHARTERED
COMMENCING APRIL 1, 2003 THROUGH DECEMBER 9, 2003

MEMBERS	DEPT	YEAR FIRST ADMITTED TO PRACTICE LAW (D.C. ADMISSION DATE IN PARENTHESES)	RATE	HOURS¹	AMOUNT
Leonard Bickwit, Jr.	T	1967 (1980)	\$ 500.00	0.9	\$ 450.00
Lawrence B. Gibbs	T	1963 (1994)	\$ 750.00	70.4	\$ 52,800.00
Phillip L. Mann	T	1962 (1975)	\$ 650.00	1.5	\$ 975.00
Samuel M. Maruca	T	1983 (1983)	\$ 500.00	2.5	\$ 1,250.00
C. Frederick Oliphant, III	T	1975 (1975)	\$ 490.00	6.05	\$ 2,964.50
Steven M. Rosenthal	T	1985 (1986)	\$ 550.00	19.4	\$ 10,670.00
Serena G. Simons	T	1984 (1984)	\$ 440.00	0.5	\$ 220.00
Alexander Zakupowsky, Jr.	T	1973 (1973)	\$ 575.00	1.0	\$ 575.00
OF COUNSEL					
J. Michael Cornett	T	1992 (1993)	\$ 400.00	36.95	\$ 14,780.00
ASSOCIATES					
Tamara W. Ashford	T	1995 (2002)	\$ 310.00	212.6	\$ 65,906.00
Jeanne K. Falstrom	T	2000 (2002)	\$ 225.00	8.5	\$ 1,912.50
PARAPROFESSIONALS					
Christine M. Ciambella	N/A	N/A	\$ 150.00	0.3	\$ 45.00
Katharine V. Tafuri	N/A	N/A	\$ 150.00	0.3	\$ 45.00
TOTAL					\$ 152,593.00

T- Tax

¹ In accordance with the Fee Committee's General Recommendations, the hours listed above, as well as the amount of fees attributable to each individual listed above (and, thus, the aggregate amount of fees for which M&C is seeking allowance), do not include hours expended by M&C in preparing its response to the Fee Committee's comments on M&C's second Fee Application.

EXHIBIT B-2
SERVICES RENDERED BY MILLER & CHEVALIER CHARTERED
COMMENCING AUGUST 1, 2002 THROUGH DECEMBER 9, 2003

MEMBERS	DEPT	YEAR FIRST ADMITTED TO PRACTICE LAW (D.C. ADMISSION DATE IN PARENTHESES)	RATE¹	HOURS²	AMOUNT
Leonard Bickwit, Jr.	T	1967 (1980)	\$ 500.00	0.9	\$ 450.00
Lawrence B. Gibbs	T	1963 (1994)	\$ 700.00/ 750.00	472.3	\$ 335,680.00
Daniel W. Luchsinger	T	1992 (1992)	\$ 425.00/ 475.00	2.5	\$ 1,112.50
Phillip L. Mann	T	1962 (1975)	\$ 650.00	1.5	\$ 975.00
Samuel M. Maruca	T	1983 (1983)	\$ 450.00/ 500.00	19.5	\$ 9,025.00
Robert L. Moore, II	T	1967 (1967)	\$ 650.00	0.8	\$ 520.00
C. Frederick Oliphant, III	T	1975 (1975)	\$ 490.00	6.05	\$ 2,964.50
Jean A. Pawlow	T	1988 (1989)	\$ 425.00	3.0	\$ 1,275.00
Steven M. Rosenthal	T	1985 (1986)	\$ 525.00/ 550.00	495.4	\$ 261,350.00
Serena G. Simons	T	1984 (1984)	\$ 440.00	0.5	\$ 220.00
Alexander Zakupowsky, Jr.	T	1973 (1973)	\$ 550.00/ 575.00	13.5	\$ 7,462.50
David W. Zimmerman	T	1987 (2001)	\$ 425.00	19.9	\$ 8,457.50
OF COUNSEL					
J. Michael Cornett	T	1992 (1993)	\$ 325.00/ 400.00	49.05	\$ 42,052.50

¹ The second rate listed is the individual's updated billing rate for services rendered to the Debtors in 2003.

² In accordance with the Fee Committee's General Recommendations, the hours listed above, as well as the amount of fees attributable to each individual listed above (and, thus, the aggregate amount of fees for which M&C is seeking allowance), do not include hours expended by M&C in preparing its response to the Fee Committee's comments on M&C's first and second Fee Applications.

ASSOCIATES	DEPT	YEAR FIRST ADMITTED TO PRACTICE LAW (D.C. ADMISSION DATE IN PARENTHESES)	RATE	HOURS	AMOUNT
Tamara W. Ashford	T	1995 (2002)	\$ 275.00/ 310.00	717.6	\$ 206,664.00
Jeanne K. Falstrom	T	2000 (2002)	\$ 200.00/ 225.00	43.6	\$ 9,027.50
Anna H. Kim	T	1997 (2000)	\$ 225.00/ 260.00	219.8	\$ 50,410.50
Katarina O. Savino	T	2002 (2003)	\$ 175.00	374.4	\$ 65,520.00
PARAPROFESSIONALS					
Borzou Azabdaftari	N/A	N/A	\$ 60.00	1.0	\$ 60.00
Lisa E. Butler	N/A	N/A	\$ 120.00	8.5	\$ 1,020.00
Christine M. Ciambella	N/A	N/A	\$ 150.00	0.8	\$ 115.00
Carol H. Gruenburg	N/A	N/A	\$ 140.00	6.2	\$ 868.00
Karen Polk	N/A	N/A	\$ 140.00	1.2	\$ 168.00
Katherine V. Tafuri	N/A	N/A	\$ 140.00/ 150.00	1.1	\$ 157.00
Danielle M. Williams	N/A	N/A	\$ 140.00/ 150.00	18.6	\$ 2,619.00
TOTAL					\$ 1,008,173.5

T- Tax

EXHIBIT C

ACTUAL AND NECESSARY DISBURSEMENTS INCURRED BY
MILLER & CHEVALIER CHARTERED COMMENCING
APRIL 1, 2003 THROUGH DECEMBER 9, 2003

<u>DISBURSEMENT</u>		<u>TOTAL</u>
Air Courier	\$	1,829.60
Computerized Research	\$	3,873.70
Copying	\$	192.95
Telephone	\$	39.29
Total Disbursements	\$	5,935.54

ACTUAL AND NECESSARY DISBURSEMENTS INCURRED BY
MILLER & CHEVALIER CHARTERED COMMENCING
AUGUST 1, 2002 THROUGH DECEMBER 9, 2003

<u>DISBURSEMENT</u>		<u>TOTAL</u>
Air Courier	\$	2,872.12
Computerized Research	\$	13,629.07
Copying	\$	1,931.25
Library	\$	39.81
Local Transportation/Taxi	\$	699.73
Telephone	\$	257.52
Travel	\$	11,420.64
Total Disbursements	\$	30,850.14

EXHIBIT D

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

<u>PROJECT CATEGORIES</u>	<u>HOURS</u>	<u>AMOUNT</u>
M&C Retention/Billing (does not include preparation of Fee Applications)	15.7	\$5,517.00
Preparation of Fee Applications ¹	29.6	\$9,176.00
Tax Issues	314.5	\$137,900.00

SUMMARY OF SERVICES BY PROJECT CODE FOR SERVICES RENDERED
AUGUST 1, 2002 THROUGH DECEMBER 9, 2003

<u>PROJECT CATEGORIES</u>	<u>HOURS</u>	<u>AMOUNT</u>
M&C Retention/Billing/Fee Applications ²	110.3	\$31,650.00
Tax Issues	2,466.10	\$986,523.50

¹ As recommended by the Fee Committee, the time incurred by M&C in preparing its response to the Fee Committee's comments on M&C's first and second Fee Applications is not included.

² *Id.*

EXHIBIT E

**COMPUTERIZED RECORDS OF M&C FOR THE PERIOD FROM
AUGUST 1, 2002 THROUGH DECEMBER 9, 2003**