

PACHULSKI, STANG, ZIEHL, YOUNG,
 JONES & WEINTRAUB P.C.
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**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

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 :
In re : **Chapter 11 Case Nos.**
 : **02-40187 (REG) through**
 : **02-40241 (REG),**
GLOBAL CROSSING LTD., et al., : **02-11982 (REG)**
 : **02-13765 (REG)**
 : **(Jointly Administered)**
Debtors.
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**FINAL APPLICATION OF PACHULSKI, STANG, ZIEHL, YOUNG, JONES &
 WEINTRAUB P.C., SPECIAL LITIGATION COUNSEL TO THE DEBTORS, SEEKING
 ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
 UNDER 11 U.S.C. §§ 330 AND 331 FOR THE PERIOD OF JANUARY 31, 2002
 THROUGH AND INCLUDING DECEMBER 9, 2003**

Name of Applicant:	Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C.
Authorized to Provide Professional Services to:	Global Crossing Ltd., <i>et al.</i>
Date of Retention Order:	January 27, 2002
Role in Case:	Special Litigation Counsel
Period for Which Compensation and Reimbursement is Sought:	January 8, 2002 – December 9, 2003
Amount of Compensation Sought as Actual Reasonable and Necessary:	\$61,458.80 ¹

This is an: _____ interim final application.

¹The firm requested the sum of \$71,458.50 for compensation of fees and voluntarily reduced this amount pursuant an agreement with the United States Trustee and the Fee Committee to \$61,458.80. The firm now seeks final approval of the reduced amount of its fees.

Prior Applications:	First Interim Application From November 13, 2002 through February 28, 2003
Fees Previously Requested in Monthly Statements:	\$71,458.50
Fees Previously Paid:	\$61,458.80
Expenses Previously Requested in Monthly Statements:	\$5,949.97
Expenses Previously Paid:	\$5,758.67 ²

² The firm requested reimbursement for expenses in the sum of \$5,949.67 and voluntarily reduced this amount pursuant to an agreement with the United States Trustee and the Fee Committee to \$5,758.67. The firm now seeks final approval of the reduced amount of its reimbursement for compensation.

**TIME SUMMARY TO INTERIM FEE APPLICATION OF
PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.
FROM NOVEMBER 13, 2002 THROUGH FEBRUARY 28, 2003**

NAME	YEAR ADMITTED	RATE³	HOURS	AMOUNT
SHAREHOLDER				
William P. Weintraub	1980	\$500/560	51.00	\$21,982.00
Robert J. Feinstein	1982	550/560	24.00	12,122.00
Alan J. Kornfeld	1988	405/450	2.00	819.00
ASSOCIATES				
Maria A. Bove	2001	235/255	85.90	20,378.50
Maxim B. Litvak	1997	280	32.10	8,988.00
PARAPROFESSIONALS				
Denise A. Harris	n/a	160	5.90	944.00
Emily C. Kardt	n/a	120	1.00	120.00
BLENDED HOURLY RATE		\$305.71		\$71,458.50

³ In accordance with standard market practice, on January 1, 2003, PSZYJW's billing rates for 2003 were increased. The rates set forth in this time summary are the rates that were in effect at the time each professional and paraprofessional billed time on Global Crossing Ltd. matters.

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**FINAL APPLICATION OF PACHULSKI, STANG, ZIEHL, YOUNG, JONES &
WEINTRAUB P.C., SPECIAL LITIGATION COUNSEL TO THE DEBTORS, SEEKING
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
UNDER 11 U.S.C. §§ 330 AND 331 FOR THE PERIOD OF JANUARY 8, 2002
THROUGH AND INCLUDING DECEMBER 9, 2003**

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

Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. (PSZYJW), Special Litigation Counsel for Global Crossing Ltd. and certain of its subsidiaries, as debtors and debtors-in-possession (“Global Crossing” or the “Debtors”), hereby submits its final fee application (the “Final Application”) seeking an allowance of compensation and reimbursement of expenses pursuant to 11 U.S.C. §§ 330 and 331 for the period from January 8, 2002 through December 9, 2003. PSZYJW previously has been paid all amounts due to it. PSZYJW submits this Application for (a) final allowance of reasonable compensation previously paid to it for

professional services rendered by PSZYJW to Global Crossing and fees and final approval of expenses previously reimbursed to it pursuant to its first and only interim fee application filed with this Court on June 2, 2003 (docketed as document number 3170 at the Courts electronic website) (the “First Interim Application”).

BACKGROUND

1. On January 29, 2002, Global Crossing Ltd. and certain of its debtor subsidiaries each commenced a case in the United States Bankruptcy Court for the Southern District of New York under chapter 11 of title 11 of the United States Code (the *Bankruptcy Code*), such entities, together with their affiliates that commenced cases on April 24, 2002, August 4, 2002 and August 30, 2002. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

JURISDICTION AND VENUE

2. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §157 and 1334. Venue of these Cases and this Application is proper in this district pursuant to 28 U.S.C. 1408 and 1409. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

RETENTION OF PSZYJW

3. On August 21, 2002, this Court entered an Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses to Professionals Pursuant to sections 105(a) and 331 of the Bankruptcy Code (the “Administrative Order”).

4. On January 14, 2003, Global Crossing applied to this Court to retain PSZYJW as their special litigation counsel for certain Plan of Reorganization confirmation issues pursuant to

section 11 U.S.C. § 1103 and 328 and Federal Rules of Bankruptcy Procedures 2014 (the “Retention Application”) to render general litigation services, unrelated to the conduct of these Cases. The retention order is *nunc pro tunc* to November 13, 2002 and is annexed hereto as **Exhibit A**.

5. In accordance with the Administrative Order, PSZYJW has filed monthly fee statements for the periods ending November 13, 2002, December 31, 2002 and January 31, 2002. Thereafter PSZYJW filed its first interim application seeking allowance of compensation which encompassed the aforementioned monthly fee reports.

PRIOR APPLICATION

6. PSZYJW filed its First Interim Application on June 2, 2003. To resolve potential objections of the United States Trustee, PSZYJW agreed with the Fee Committee to reduce its fees to \$61,458.80 and reduce its request for reimbursement of expenses to \$5,758.67.

7. On December 23, 2003, an Order was entered approving PSZYJW ‘s fees and expenses as reduced. A copy of the Order is annexed hereto as **Exhibit B**.

RELIEF REQUESTED

8. By this Final Application, PSZYJW seeks final allowance of fees in the amount of \$61,458.80 (which represents 100% of fees as reduced, allowed and paid under PSZYJW’s First Interim Application) and reimbursement of expenses in the amount of \$5,758.67 (which represents 100% of expenses as reduced, approved and reimbursed under PSYJW’s First Interim Application). Thus, as of the date of this Final Application, PSZYJW has received 100% payment for allowed fees and approved expenses, after taking into account the negotiated reductions in its fees and expenses.

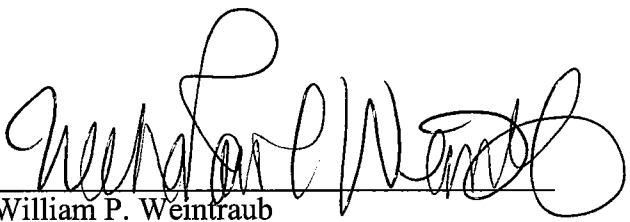
CERTIFICATION PURSUANT TO SECTION 504 OF THE BANKRUPTCY CODE

9. The Certification of William P. Weintraub, submitted pursuant to section 504 of the Bankruptcy Code, is attached hereto as **Exhibit C**.

CONCLUSION

10. In light of the foregoing, PSZYJW respectfully requests that the Court (i) grant PSZYJW final allowance of fees in the amount of \$61,458.80 for professional services rendered to and on behalf of the Debtors during the Chapter 11 cases (which represents 100% of fees previously received from the Debtor after taking into account agreed reductions), and final approval for reimbursement of its actual and necessary out of pocket expenses in the amount of \$5,758.67 incurred in connection with its services during the Chapter 11 cases (which represents 100% of expenses previously reimbursed by the Debtor after taking into account agreed reductions) and (ii) grant such other and further relief as the Court may deem just and proper.

Dated: February 9, 2004

By: 
William P. Weintraub

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