

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
Special Counsel for Debtor  
Four Times Square  
New York, New York 10036-6522  
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Jay M. Goffman (JG 6722)  
Ivan A. Schlager (IS 8515)

Hearing Date: April 22, 2004 at 9:45 a.m.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
: In re: : Chapter 11  
: :  
: GLOBAL CROSSING LTD., et al., : Case Nos. 02-40188 (REG)  
: :  
: Debtors. : (Jointly Administered)  
: :  
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SUMMARY SHEET FOR FINAL FEE APPLICATION OF SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP, SPECIAL COUNSEL TO THE DEBTOR, PURSUANT TO  
SECTIONS 330 AND 331 OF THE BANKRUPTCY CODE AND RULE 2016(a) OF FED-  
ERAL RULES OF BANKRUPTCY PROCEDURE FOR ALLOWANCE OF COMPENSA-  
TION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED  
FOR THE PERIOD FROM OCTOBER 1, 2002 TO DECEMBER 9, 2003

Name of Applicant: Skadden, Arps, Slate, Meagher & Flom LLP

Authorized to Provide Professional Services To: Global Crossing Ltd., et al.

Date of Retention Order: December 30, 2002

Period for which Compensation and Reimbursement are Sought: 10/1/02-12/9/03

Total amount of compensation sought as actual, reasonable and necessary: \$1,904,504.50

Total amount of expense reimbursement sought as actual, reasonable and necessary:  
\$124,883.90

Total amount of compensation received as actual, reasonable and necessary: \$1,575,837.38

Total amount of expense reimbursement received as actual, reasonable, and necessary:  
\$113,817.73

This is a(n) \_\_\_ interim x final application

**TIME SUMMARY TO FINAL FEE APPLICATION OF  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
( OCTOBER 1, 2002 - DECEMBER 9, 2003)**

<u>NAME</u>	<u>YEAR OF LAW SCHOOL GRADUATION/BAR ADMISSION</u>	<u>RATE</u>	<u>HOURS</u>	<u>AMOUNT</u>
<b>PARTNERS</b>				
Allison L. Amorison	1992/1993	\$520.00	9.10	\$4,732.00
Robert S. Bennett	1964/1964	725.00	14.50	10,512.50
Leslie J. Goldman	1970/1970	347.50 <sup>1</sup>	17.00	5,907.50
		695.00	274.70	190,916.50
Moshe J. Kushman	1987/1987	625.00	97.20	60,750.00
		640.00	20.30	12,992.00
Warren G. Lavey	1979/1979	680.00	723.00	491,640.00
Edward Meehan	1984/1985	625.00	11.30	7,062.50
Paul W. Oosterhuis	1973/1979	725.00	25.00	18,125.00
John C. Quale	1971/1971	680.00	6.20	4,216.00
Ivan A. Schlager	1989/1990	260.00	11.00	2,860.00
		520.00	1060.20	551,304.00
		545.00	18.00	9,810.00
Paul T. Schnell	1980/1981	725.00	35.60	25,810.00
	<b>TOTAL PARTNERS</b>		<b>2323.10</b>	<b>\$1,396,664.00</b>
<b>COUNSEL</b>				
Jonathan D. Bisgaier	1988/1989	242.50	1.50	363.75
		485.00	39.50	19,157.50

<sup>1</sup> Non-workable travel time is billed at 50% of the normal billing rate, and is treated accordingly in the time summary. Therefore, professionals who have non-workable travel time are billed at two separate rates.

Arthur W. Bresnahan	1994/1994	485.00	2.80	1,358.00
Mark C. Del Bianco	1980/1980	485.00	6.10	2,958.50
	<b>TOTAL COUNSEL</b>		<b>49.90</b>	<b>\$23,837.75</b>
<b><u>ASSOCIATES</u></b>				
Robert L. Arrington Jr.	2001/2001	295.00	63.50	18,732.50
John M. Beahn	1998/1998	395.00	113.90	44,990.50
Julian A. Bobb	2000/2001	355.00	18.40	6,532.00
Jamie L. Boucher	1996/1996	435.00	5.70	2,479.50
Arthur W. Bresnahan	1994/1994	237.50	16.00	3,800.00
		475.00	321.70	152,807.50
Alan J. Carr	1995/1995	455.00	36.50	16,607.50
Nathan N. Dimock	2002/2002	280.00	5.60	1,568.00
Sarah E. Freson	2001/2002	295.00	12.70	3,746.50
Jennifer B. Irvin	1995/1996	455.00	31.40	14,287.00
Evan Michael	2002/2003	280.00	77.20	21,616.00
		295.00	7.50	2,212.50
Frederick D. Morris	1995/1997	435.00	13.60	5,916.00
David S. Prohofsky	1999/1999	375.00	171.50	64,312.50
Timothy J. Roth	1995/1998	435.00	135.20	58,812.00
Gretchen T. Sierra	1999/2000	375.00	13.50	5,062.50
Andrea West Taetle	1996/1997	435.00	22.10	9,613.50
Mark B. Teerink	1996/1997	395.00	8.60	3,397.00
Thomas M. Wearsch	2001/2002	295.00	218.90	64,575.50
Pardis Zomorodi	1999/1999	415.00	30.70	12,740.50
	<b>TOTAL ASSOCIATES</b>		<b>1,324.20</b>	<b>\$513,809.00</b>
<b><u>CLIENT SPECIALISTS</u></b>				
Denise M. Buffington	n/a	160.00	5.50	880.00

Brian D. Flynn	n/a	185.00	8.00	1,480.00
	<b>TOTAL CLIENT SPECIALISTS</b>		<b>13.50</b>	<b>\$2,360.00</b>
<b>PARAPROFESSIONALS</b>				
Malikah Ashby	n/a	65.00	15.40	1,001.00
		160.00	113.00	18,080.00
Millicent V. Emmitt	n/a	160.00	5.00	800.00
Michael L. Kreiner	n/a	65.00	5.60	364.00
Joseph J. Roman	n/a	80.00	6.70	536.00
Stephanie Skelly	n/a	65.00	5.10	331.50
		130.00	5.90	767.00
	<b>TOTAL PARAPROFESSIONALS</b>		<b>156.70</b>	<b>\$21,879.50</b>
	<b>TOTAL</b>		<b>3,867.40</b>	<b>\$1,958,524.25</b>
<b>BLENDED HOURLY RATE</b>				<b>\$506.41</b>

**CUMULATIVE SUMMARY OF ALL MONTHLY FEE STATEMENTS  
SUBMITTED BY SKADDEN, ARPS FOR COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES\_  
AS SPECIAL COUNSEL TO THE DEBTORS FROM THE PETITION DATE**

<b>Bill Date</b>	<b>Period Covered</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>Fees Paid</b>	<b>Expenses Paid</b>	<b>Unpaid Amount</b>
1/21/03	10/22/02-12/31/02	\$484,538.00	\$15,598.59	\$395,816.81	\$8,644.83	\$95,674.95
2/20/03	1/1/03-1/31/03	\$386,252.00	\$15,484.15	\$333,416.45	\$7,752.83	\$60,566.87
3/20/03	2/1/03-2/28/03	\$364,442.75	\$13,294.59	\$297,563.25	\$13,294.59	\$66,879.50
4/21/03	3/1/03-3/31/03	\$350,648.00	\$14,411.47	\$282,856.74	\$14,411.47	\$67,791.26
5/20/03	4/1/03-4/30/03	\$93,397.50	\$20,378.23	\$77,446.89	\$20,378.23	\$15,950.61
6/20/03	5/1/03-5/31/03	\$78,680.00	\$-3,125.01	\$59,818.99		\$15,736.00
7/21/03	6/1/03-6/30/03	\$80,713.50	\$47,291.34	\$39,539.88	\$47,291.34	\$41,173.62
8/20/03	7/1/03-7/31/03	\$64,336.50	\$1,386.25	\$51,469.20	\$1,386.25	\$12,867.30
9/19/03	8/1/03-8/31/03	\$11,229.00	\$183.01	\$8,979.00	\$183.01	\$2,250.
10/20/03	9/1/03-9/30/03	\$16,258.00	\$285.26	\$13,140.97	\$285.26	\$3,117.03
11/20/03	10/1/03-10/31/03	\$19,736.50	\$189.92	\$15,789.20	\$189.92	\$3,947.30
12/19/03	11/1/03-11/30/03	\$8,292.50	\$-493.90			\$7,798.60
<b>TOTAL</b>	<b>10/22/02-12/09/03</b>	<b>\$1,958,524.25</b>	<b>\$124,883.90</b>	<b>\$1,575,837.38</b>	<b>\$113,817.63</b>	<b>\$393,753.04<sup>2</sup></b>

<sup>2</sup>

Skadden, Arps is only requesting payment of \$339,733.29, as, pursuant to the Order Approving Applications For Third Interim Allowance of Compensation (the "Interim Application Order"), dated December 16, 2003 and attached hereto as Exhibit A, Skadden, Arps has agreed to reduce its compensation request in this Application by \$54,019.75. Although not requested, the corresponding time related to the \$54,019.75 is still included in the Monthly Statements attached to this Application and in the attorney chart on the preceding page.

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Special Counsel for Debtor  
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Ivan A. Schlager (IS 8515)

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11  
: :  
GLOBAL CROSSING LTD., et al., : Case Nos. 02-40188 (REG)  
: :  
Debtor. : (Jointly Administered)  
: :  
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FINAL FEE APPLICATION  
OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP, SPECIAL COUNSEL TO THE  
DEBTOR, PURSUANT TO SECTIONS 330 AND 331 OF THE BANKRUPTCY CODE AND  
RULE 2016(a) OF FEDERAL RULES OF BANKRUPTCY PROCEDURE FOR ALLOW-  
ANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED  
FOR THE PERIOD FROM OCTOBER 1, 2002 TO DECEMBER 9, 2003

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

Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps" or the "Firm"),  
attorneys for Global Crossing, Ltd. ("Global Crossing") and its debtor-subsi-  
daries in the above-  
captioned jointly administered Chapter 11 reorganization cases (collectively, the "Debtors"),  
hereby submits its final application for entry of an order allowing compensation for services  
rendered and reimbursement of expenses incurred (the "Application") under 11 U.S.C. §§ 330  
and 331 and Fed. R. Bankr. P. 2016 for the period from October 1, 2002 to December 9, 2003

(the "Application Period"), and in support thereof, in accordance with the Statement of the Fee Committee in Regard to the Applications for Compensation and Reimbursement of Expenses ("Fee Committee Statement") entered April 16, 2003, respectfully represents as follows:

Preliminary Statement

1. On January 28, 2002 (the "Petition Date"), each of the Debtors filed with this Court a voluntary petition for reorganization relief under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). On the Petition Date the Debtors also filed various motions necessary to move the reorganization cases expeditiously toward confirmation of the Plan (the "First Day Motions"). On September 16, 2002, the Debtors filed their disclosure statement (as amended and supplemented, the "Disclosure Statement") and, their joint reorganization plan (as amended, supplemented, and modified, the "Plan"). The Plan became effective and the Debtors emerged from bankruptcy on December 9, 2003.

2. On February 8, 2002, the United States Trustee appointed an official committee of unsecured creditors (the "Creditors' Committee") and amendment appointments to the Creditors' Committee were entered on February 20, 2002 and May 15, 2002.

3. This Court has jurisdiction over this Application under 28 U.S.C. §§ 157 and 1334. Consideration of this Application is a core proceeding under 28 U.S.C. § 157(b). Venue of the Debtors' Chapter 11 cases and this Application is proper in this district under 28 U.S.C. §§ 1408 and 1409.

4. 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 (together with the Local Guidelines, the "Guidelines"), and the Fee Committee Statement. Pursuant to the Local Guidelines, a certification regarding compliance with the Local Guidelines is attached hereto as Exhibit B. The declaration required under Fed. R. Bankr. P. 2016 is attached hereto as Exhibit C.

#### Background

5. By application dated December 16, 2002 the Debtors applied to this Court for authorization to retain Skadden, Arps as special counsel in these bankruptcy cases. By order dated December 30, 2002, the Court approved the employment and retention of Skadden, Arps under sections 327(e) and 328(a) of the Bankruptcy Code as special counsel for the Debtors nunc pro tunc to October 22, 2002. A copy of the court's retention order is attached hereto as Exhibit

D. The Firm was retained as special counsel to provide the following services:

- i. advising the Debtors with respect to the governmental review of the transactions contemplated by the Purchase Agreement by the Committee on Foreign Investment in the United States ("CFIUS");
- ii. advising the Debtors with respect to telecommunications policy vis-a-vis the CFIUS review policy;
- iii. advising the Debtors with respect to the impact of Congressional oversight on the CFIUS review process as it relates to obtaining the requisite regulatory approvals;
- iv. drafting necessary documents with respect to corporate structures that comply with the demands of the various CFIUS agencies;
- v. performing tax services for the Debtors relating to an audit by the United States Internal Revenue Service and planning related to other tax matters (the "Tax Services"); and
- vi. perform other necessary legal service and provide other necessary legal advice to the Debtors in connection with these Chapter 11 cases.

6. Pursuant to paragraph B.2 of the Local Guidelines and the Court's order, entered January 28, 2002, establishing procedures for interim compensation and reimbursement of expenses of professionals (the "Interim Compensation Order"), no later than 20 days after the end of each month during the Application Period, or the following Monday if such date fell on a weekend date, Skadden, Arps provided Global Crossing and counsel for the Creditors' Committee with a monthly statement of fees and disbursements accrued during such month (the "Monthly Statements").

7. Pursuant to the Interim Compensation Order, upon presentment of its monthly statement of fees and disbursements to Global Crossing, and after the expiration of a 15 day objection period, Skadden, Arps is to be paid 80% of its fees and 100% of its disbursements.<sup>3</sup> On June 2, 2003, Skadden, Arps filed its first interim fee application for the period from October 1, 2002 through March 31, 2003 (the "First Interim Application").<sup>4</sup> To date, Skadden, Arps has been paid \$1,689,655.11<sup>5</sup> by Global Crossing for fees and expenses in relation to this case.

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<sup>3</sup> Skadden, Arps has received no objections to the requested fees and expenses requested in its Monthly Statements.

<sup>4</sup> The First Interim Application was approved in the Interim Application Order with an acknowledgment that Skadden, Arps would reduce its request for compensation by \$54,019.75.

<sup>5</sup> This represents payment for approximately 80% of services rendered and 100% of disbursements incurred between October 1, 2002 and October 31, 2003. As noted in the First Interim Application, since the Fee Committee Statement was released after the monthly fee statements for October 1, 2002 through March 31, 2003 were delivered to Global Crossing, Global Crossing, had already paid Skadden, Arps \$30,846.57, which was written off in the First Interim Application. Thus, payment ended up being greater than 80% for services rendered for October 1, 2002 through March 31, 2003. Skadden, Arps has not yet been paid for either services rendered or disbursements incurred after November 1, 2003. Nor has Skadden, Arps been paid any amounts held back by Global Crossing for the period covered in the First Interim Application or any amounts held back from April, 1, 2003 through November 20, 2003.

Pursuant to the Interim Application Order, Global Crossing, with the Court's approval, is supposed to pay the 20% holdback of fees on the effective date of the Debtors' Plan.<sup>6</sup>

Relief Requested

8. Skadden, Arps submits this Application pursuant to 11 U.S.C. § 330 for (a) allowance of compensation for professional services rendered on behalf of the Debtors in the amount of \$1,904,504.50, which amount is derived solely from the applicable billing rates of the Firm's personnel who rendered such services, and (b) reimbursement of actual and necessary out-of-pocket disbursements and charges incurred in connection with the rendition of required professional services on behalf of the Debtors during the Application Period in the amount of \$124,883.90.

9. During the Application Period, Skadden, Arps spent a total of 3,867.40 hours on the representation of the Debtors. Of the aggregate time expended, 2,323.10 hours were spent by partners, 49.90 hours were spent by counsel, 1,324.20 hours were spent by associates, and 170.20 hours were spent by paraprofessionals and client specialists. The chart preceding the first page of this Application sets forth a schedule showing the name and position of each partner, counsel, associate, and paraprofessional working on this case, together with that person's year of admission to the bar (if applicable), hours worked during the Application Period, hourly billing rate, and fees billed during the Application Period. The rates set forth herein are the standard hourly attorney and paralegal fee rates used in Skadden, Arps' "bundled rate" structure for clients who are not billed separately for certain charges (e.g., secretarial and word processing time preparing legal documents, proofreading, facsimile services, overtime meals, and overtime travel allow-

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<sup>6</sup> Skadden, Arps has not yet been paid for the 20% holdback for the period covered in the First Interim Application, nor has it been paid for the 20% holdback for the period from April 1, 2003 through November 30, 2003.

ances). In the "bundled rate" structure, guideline hourly fee rates are adjusted to incorporate certain charges that are otherwise billed on an incurrence basis. Hourly billing rates are periodically reviewed and revised. Attached hereto as Exhibit E is the Firm's time records (the "Time Detail") that detail the services performed and the time expended by each attorney and legal assistant from October 1, 2002 through December 9, 2003.<sup>7</sup> In addition, the Firm's summary of fees by billing matter is attached hereto as Exhibit F.

10. The Firm maintains records of the time it expended in the rendition of all professional and paraprofessional services. The Firm's time records were made concurrently with the rendition of professional services, and attorney and paraprofessional time detail is annexed to this Application.

11. This Application seeks a final allowance of fees and expenses incurred during the Application Period. The name of each Skadden, Arps professional who rendered services for the Debtors and a statement of the hours worked and tasks performed by each individual, identified

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<sup>7</sup> Detailed time descriptions for Skadden, Arps' attorneys who billed time between October 1, 2002 and March 31, 2003, have already been reviewed and approved in the First Interim Application. They are being re-attached to this Application for your convenience. After incorporating the comments from the Fee Committee Statement, Skadden, Arps has written off the amount of \$2,951.25 in fees and expenses incurred between April 1, 2003 and April 30, 2003 (the "April Bill") for the following reasons: (a) to ensure that business travel was charged at a coach fare rate, (b) to ensure that all out-of-town business meals were charged at the lower of actual cost of \$15 for breakfast and \$20 for dinner, (c) to ensure that all paralegal clerical work was charged at no more than \$65 per hour, and (d) to ensure that professionals and paraprofessionals billing fewer than five hours each were not included, unless such professional had previously billed greater than 10 hours during his involvement in this case. Since the Fee Committee Statement was released after the April Bill had been prepared, the statements delivered to Global Crossing included charges for services that are not requested for in this Application. Accordingly, this Application does not request the \$2,951.25 write-off. In addition, Skadden, Arps has written off \$26.75 in total from the August and November Monthly Statements, due to a clerical error. This amount is also not being requested in this Application. The revised Time Detail for the April, August and November Monthly Statements are included in Exhibit E, with the original Time Detail for those months directly behind the revised Time Detail. For purposes of clarity, the revised and original Time Details are labeled accordingly. To the extent that a party-in-interest objects to this Application, Skadden, Arps reserves the right to recapture such accommodation and seek up to the full amount of fees actually incurred in connection with this engagement.

by specific matter, project, or category, are set forth in the Time Detail. The Time Detail consists of the contemporaneous time records of Skadden, Arps and provides details of the services performed, the dates on which such work was performed, the identity of the professionals and paraprofessionals performing the work, and the time spent by each reflected in tenth of an hour increments.

12. Skadden, Arps has received \$1,575,837.38 to date, in compensation for services rendered. In addition, there is no agreement or understanding between Skadden, Arps and any other person other than members of the firm for the sharing of compensation to be received for services rendered in these cases.

Description of Services Rendered By  
Skadden, Arps During the Application Period

13. Throughout the Application Period, the Firm was required to render services to the Debtors on a continual basis, and, during the time covered in the First Interim Application, on almost a daily basis. Skadden, Arps attorneys were required to devote significant amounts of time to the case, at times, to the exclusion of other clients. The Firm's time records for October 1, 2002 through March 31, 2003, which were included in the First Interim Application, and the Firm's time records for April 1, 2003 through December 9, 2003, which are annexed to this Application, provide ample detail of the services performed. This section of the Application describes the more substantial services performed and the role played by the Firm during the Application Period, and highlights certain crucial parts of this case that required particularly intense dedication by the Firm's attorneys.

A. Regulatory Advice & General Advice

14. Skadden, Arps attorneys have, among other things, worked diligently and efficiently in advising the Debtors with respect to telecommunications policy vis-a-vis the CFIUS

review process. Skadden, Arps attorneys have continued to negotiate, draft, and re-draft the necessary documents with respect to corporate structures that comply with the demands of the various CFIUS agencies, including, among others, drafting the necessary proxy agreement and various engagement letters. Additionally, Skadden, Arps attorneys have had numerous meetings with various members of the United States government and the CFIUS review board to negotiate the proxy agreement. To accomplish these tasks, Skadden, Arps attorneys spent numerous hours performing legal research on foreign investment concerns particularly in regards to foreign ownership, including foreign government ownership, of private corporations as well as Exon-Florio issues and participating in conference calls with Global Crossing, potential investors Hutchison Whampoa, Ltd. and Singapore Technologies Telemedia Pte. Ltd., and governmental agencies. Skadden, Arps attorneys have also given the Debtors general securities advice regarding NASD disclosure requirements and advisory procedures.

B. Tax Matters

15. Skadden, Arps attorneys have advised the Debtors with respect to various tax planning and tax structuring matters, including planning with respect to the Debtors' foreign operations. In addition, Skadden, Arps attorneys helped work towards the resolution of certain Internal Revenue Service audit matters. To accomplish these tasks, Skadden, Arps attorneys performed legal research on the tax implications of foreign ownership of Global Crossing, participated in conference calls with Global Crossing and drafted the necessary documentation to resolve the IRS audit matters. Skadden, Arps attorneys have also advised the Debtors with respect to internal reporting and compliance matters, and transferee liability issues.

C. Skadden Retention

16. Skadden, Arps attorneys have undertaken the work necessary to be retained as a professional in these cases. In a thorough and efficient manner, Skadden, Arps, has continued the analysis, including an extensive conflicts check, needed to make the disclosure required by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and the Bankruptcy Court. Skadden, Arps attorneys have also worked in an efficient manner in preparation of its monthly fee statement and in compliance with the directives of the fee committee in this case.

D. Non-Working Travel Time

17. Skadden, Arps attorneys have traveled out-of-town to various meetings in the course of the representation of the Debtors. To the extent possible, the Skadden, Arps attorneys have attempted to make this working time. Where travel time has been non-working, the attorneys have separately billed this time in accordance with the Interim Compensation Order and the Local Guidelines.

Allowance of Compensation

18. Standing at the bar and experience. The partner in charge of the Firm engagement was Ivan A. Schlager. Mr. Schlager is the leader of the firm's Public Policy Practice. He counsels clients and devises strategies for dealing with Congress, the Executive Branch and independent regulatory agencies. He has prepared corporate executives for congressional testimony and for appearances before federal regulators. Mr. Schlager represents a diverse group of clients ranging from communications, technology and Internet companies to manufacturing companies and major transportation companies. In addition, Mr. Schlager has served as the Democratic Chief Counsel and Staff Director to the United States Senate Committee on Commerce, Science and Transportation, and he has worked in a bipartisan fashion on the implementation of the Telecommunications Act of 1996, legislative proposals to enhance the

deployment of broadband technology. Prior to joining Skadden, Arps, Mr. Schlager was instrumental in drafting amendments to the Exon-Florio Act, as well as assisting in congressional investigations regarding the Exon-Florio Act. Mr. Schlager supervised and coordinated the activities of the Firm's attorneys in the Debtors' Chapter 11 cases, including negotiations with government agencies; consultation with Debtors; and drafting documents with respect to corporate structures that comply with the demands of the various CFIUS agencies, including, among others, drafting the necessary proxy agreement.

19. Compensation Sought. Because of the nature of these cases, the standing at the bar of the Firm and the attorneys who rendered services, the amount of work done, the time consumed, and the skill required, the Firm requests that it be allowed \$1,904,504.50 in compensation, representing all fees for professional services rendered during the Application Period.

20. Reimbursement of expenses. The Firm requests that it be granted reimbursement of expenses in the amount of \$124,883.90, which represents the following sums for actual and necessary expenses incurred in the rendition of professional services during the Application

Period:

DISBURSEMENTS<sup>8</sup>

Computer Legal Research	\$ 27,088.88
Long Distance Telephone	1,720.27
Outside Telephone	1,304.95
In-House Reproduction (@\$.10 per page)	2,695.20
Outside Reproduction	852.65
Outside Research	1,209.28

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<sup>8</sup> Skadden, Arps bills clients for reasonable charges and disbursements incurred in connection with an engagement. Clients are billed for external charges at the actual cost billed by vendors. The disbursements and charges reflected on this statement are only those that have been booked at the end of this billing period. Due to normal bookkeeping procedures, many charges and disbursements are not recorded until later periods. Skadden, Arps reserves the right to amend the amounts listed herein to include such previously unbilled disbursements.



Local Travel <sup>9</sup>	37.43
Out-of-Town Travel	41,639.95
Business Meals <sup>10</sup>	2,613.04
Courier & Express Carriers (e.g., Federal Express) <sup>11</sup>	1,433.75
Postage	3.50
Professional Fees	44,285.00
CLIENT TOTAL:	<b>\$ 124,883.90</b>

Exhibit G hereto provides further information and detail concerning the Firm's expenses and certain expense billing policies (the "Disbursement Detail").<sup>12</sup>

21. In the event that a subsequent review reveals that a different amount of professional services has been rendered or expenses have been incurred on behalf of the Debtors, which were not processed by the Firm's computer system in advance of this Application, the Firm further reserves the right to seek such different fees and expenses by subsequent application to the court.

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<sup>9</sup> Every effort was made to minimize the firm's local travel expense.

<sup>10</sup> Business meals covers meals of attorneys. Attorneys are entitled to meals on work days under the same conditions that apply to local travel reimbursement. Any business meal which is charged to a client has complied with the Fee Committee Statement restrictions.

<sup>11</sup> Express carriers are used only when first class mail is impracticable and the exigencies of time require this form of delivery. Couriers are used only when time is of the essence.

<sup>12</sup> As with Exhibit E, the Disbursement Detail in Exhibit G includes charges for expenses incurred in the April Bill that are not requested for in this Application in order to comply with the Fee Committee Statement. The revised Disbursement Detail for the April Monthly Statement is included in Exhibit G, with the original Disbursement Detail for this month directly behind the revised Disbursement Detail. For purposes of clarity, the revised and original Disbursement Detail are labeled accordingly. To the extent that a party-in-interest objects to this Application, Skadden, Arps reserves the right to recapture such accommodation and seek up to the full amount of expenses actually incurred in connection with this engagement.

WHEREFORE, the Firm respectfully requests that the court enter an order granting it (a) compensation for professional services rendered as attorneys for the Debtors during the Application Period in the sum of \$1,904,504.50, plus reimbursement of actual and necessary expenses incurred in the sum of \$124,883.90, and (b) such other and further relief as is just.

Dated: New York, New York  
February 9, 2004

SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP  
Attorneys for Global Crossing, Ltd., et al.  
Debtors and Debtors-in-Possession

By: /s/ Jay M. Goffman  
Jay M. Goffman (JG 6722)  
(A Member of the Firm)  
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Index of Exhibits

- Exhibit A - Interim Application Order
- Exhibit B - Certification
- Exhibit C - Declaration Under Fed. R. Bankr. P. 2016
- Exhibit D - Retention Order
- Exhibit E - Time Detail
- Exhibit F - Summary of Fees of Billing Matter
- Exhibit G - Disbursement Detail