

BRUSNIAK HARRISON & McCOOL, P.C.
1035 C Street, Suite 200
Floresville, Texas 78114-2223
Telephone: (830) 393-0500
Joseph M. Harrison IV
TSB 09116150
Special Counsel

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

METROMEDIA FIBER
NETWORK, INC., et al.,

Debtors.

Chapter 11

Case Nos.

02-22736 (ASH) through
02-22742 (ASH); 02-22744
(ASH) through 02-22746
(ASH); 02-22749 (ASH); 02-
22751 (ASH) through 02-22754
(ASH)

(Jointly administered)

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**FINAL APPLICATION OF BRUSNIAK HARRISON & McCOOL, P.C.,
SPECIAL COUNSEL FOR THE DEBTORS, FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
FEBRUARY 1, 2003 THROUGH APRIL 30, 2003**

TO THE HONORABLE ADLAI S. HARDIN, JR.
UNITED STATES BANKRUPTCY JUDGE:

BRUSNIAK HARRISON & McCOOL, P.C. (the "Applicant"), Special Counsel to
Metromedia Fiber Network, Inc. and its debtor subsidiaries¹ (each a "Debtor" and collectively, the
"Debtors" and/or "Debtors in Possession"), in the above-captioned Chapter 11 case, respectfully
represents:

¹ The subsidiaries' who have filed Chapter 11 petitions are: Metromedia Fiber Network Services, Inc., AboveNet Communications, Inc, SiteSmith, Inc., PAIX.net, Inc, Metromedia Fiber Network of Illinois, Inc, MFN Purchasing, Inc., Metromedia Fiber Network of New Jersey, Inc., MFN of Utah, L.L.C., MFN of Virginia, L.L.C., Metromedia Fiber National Network, Inc., Metromedia Fiber Network International, Inc, MFN International, L.L.C., MFN Japan Backhaul, Inc., and MFN Europe Finance, Inc

Introduction

1. This is Applicant's second and final application (the "Application") for an interim allowance of compensation and reimbursement of expenses pursuant to Section 331 of Chapter 3 of title 11 of the United States Code, et seq., as amended (the "Bankruptcy Code"), the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the "Local Rules") and this Court's Order Pursuant to sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated June 5, 2002 (the "Interim Compensation Procedures Order").

2. This Application requests compensation for legal services rendered by the Applicant on behalf of the Debtors for the period February 1, 2003 through April 30, 2003 (the "Compensation Period"), plus reimbursement of certain expenses incurred by (or first billed by outside vendors to) the Applicant during the Compensation Period in connection with the rendition of such services. This Application complies with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Procedures Order, as stated in the certification dated October 22, 2003 accompanying this Application, made on behalf of the Applicant by Joseph M. Harrison IV, Esq. (the "Certification"). The Certification is attached hereto as "Exhibit A" to this Application.

3. This Application seeks an allowance of compensation in the amount of **\$19,975.00**, representing Applicant's actual time charges for 68.2 hours of services rendered during the Compensation Period and reimbursement for expenses in the amount of **\$3,012.02** incurred by (or first billed by outside vendors to) the Applicant and recorded during the Compensation Period, all as more fully set forth below. Pursuant to the United States Trustee Guidelines, Applicant has attached a summary sheet of total compensation requested in this Application as Exhibit "B" and has broken down this Application and attached time sheets into "project categories" as more fully described below.

Background

4. On May 20, 2002 (the "Commencement Date") the Debtors filed voluntary petitions for relief under Chapter 11, title 11 of the United States Code, 11 U.S.C. §101 *et. seq.* (the "Bankruptcy Code") with the Clerk of this Court. The Debtors have continued in the management and operation of its business and property as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. An official committee of unsecured creditors (the "Committee") has been appointed in these cases.

5. The Debtors, together with MFN's non-debtor subsidiaries (collectively, the "Company") provides fiber optic infrastructure, high-bandwidth Internet connectivity and managed Internet infrastructure services for its communications intensive customers. The Company is a facilities-based provider of technologically advanced, high-bandwidth, fiber optic communications infrastructure to communications carriers and corporate and government customers in the United States and Europe. The Company also provides high-bandwidth Internet connectivity, co-location services and a comprehensive Internet infrastructure management solution that includes design and architecture, hardware and software, installation, and ongoing management. MFN's subsidiary PAIX.net, Inc. serves as a packet switching center for Internet service providers ("ISPs") and also offers secure, fault-tolerant co-location services to ISPs.

6. The Company combines the most extensive metropolitan area fiber network with a global optical Internet protocol network, state-of-the-art data centers and managed services to deliver fully integrated, outsourced communications solutions as well as point solutions for carriers, companies, and government. The Company has assembled a strategic set of physical and intellectual assets that enable the Company to deliver its digital communications infrastructure solutions.

Applicant's Retention

7. On October 22, 2002, the Debtors filed an application to employ the Applicant as its special counsel on property tax matters pursuant to section 327(a) of the Bankruptcy Code, as to

which there was no objection. The Court approved the retention of the Applicant by order dated November 14, 2002.

8. During the Compensation Period, Applicant, on behalf of and in consultation with the Debtors and Debtor's primary bankruptcy counsel, maintained an active role in these Chapter 11 cases.

9. To apprise this Court of the legal services rendered during the Compensation Period, Applicant sets forth the following summary of legal services rendered.

**Services Rendered During Present Compensation
Period of February 1, 2003 Through April 30, 2003**

10. During the Compensation Period, Applicant's services to the Debtors has included professional advice and representation in connection with discreet categories in this Chapter 11 proceeding. The aggregate hours and amount for each category is set forth as an attachment to this Application. Applicant is requesting fees in the total amount of **\$19,975.00** for services rendered during the Compensation Period and reimbursement of expenses in the amount of **\$3,012.02**.

11. The following is a breakdown of the services rendered by the Applicant during the Compensation Period in each of the discreet categories.

Property Tax Case Claims Administration and Section 505 Adversary Proceedings

12. This category includes time expended by Applicant relating to a variety of activities regarding the analysis and response to various motions and issues arising in connection with a number of adversary proceedings initiated in accordance with Bankruptcy Code § 505 to correct numerous excessive tax assessments against property of the Debtor. Activities in this connection include Detailed analysis of motions to dismiss filed by multiple state and local jurisdictions in response to section 505 adversary proceeding, analyze and develop responsive authorities to taxing unit briefing and motions, prepare for and attend hearings on multiple motions and issues and negotiate with taxing unit counsel on multiple party, procedurela and pleading issues related to the subject hearings, work on analysis of factual and legal issues related to appeal of valuation of 160

Harrison property in San Francisco, coordination with local consulting representatives concerning same, analyzing and responding to questions regarding dischargeability of tax claims in bankruptcy to Ms. Bergmann, in-depth study of Excel spreadsheet data on 160 Harrison property, engagement documentation from Price Waterhouse, background property analysis and methodology information, continued preparation for upcoming California hearing, work with specifics in California law in conjunction with 160 Harrison property, follow up on preparation of appellate case, coordinate with Mr. Ong regarding same, analysis of additional information on pertinent California valuation law, prepare letter to Mark Ong accompanying retention letter and follow up on preparation of case presentation on appeal, request feedback on likelihood of success in case of decision to pull hearing and non-attend to preserve Section 505 rights.

13. Applicant expended 68.2 hours of time for a charge of \$19,975.00.00 for services rendered with respect to the handling of matters relating to Property Tax Case Claims Administration and Section 505 Adversary Proceedings.

Compensation Requested

14. Applicant has maintained contemporaneous time records which indicate the time that each attorney has spent working on a particular matter and the nature of the work performed. Copies of these time records are annexed to this Application as Exhibit "C". The total number of hours expended by Applicant's attorneys and para-professionals from February 1, 2003 through April 30, 2003 in conjunction with this case is 68.2. All of the services have been rendered by the those individuals at Applicant's firm as listed on the Applicant's Personnel Chart attached hereto.

15. The foregoing summarizes and describes the services performed by Applicant on behalf of the Debtors during the Compensation Period. The summary is intended, however, only to highlight the general categories of services performed by Applicant on behalf of the Debtors. It is not intended to set forth each and every item of professional services which Applicant performed.

16. No agreement or understanding exists between Applicant and any other entity for the sharing of compensation to be received for services rendered in or in connection with these Chapter 11 cases. No retainer was paid, not any amounts for pre-petition fees or costs.

17. Applicant respectfully submits that the professional services it rendered during the Compensation Period to the Debtors were necessary and beneficial to the Debtors and respectfully requests that this Court allow and direct the Debtors to pay Applicant the sum of **\$19,975.00** for its services during the Compensation Period, plus the sum of **\$3,012.02**, representing Applicant's actual and necessary out-of-pocket disbursements incurred during the Compensation Period, for a total of **\$22,987.02**.

18. No prior application for the relief sought herein has been made to this or any other Court, except as specified herein.

Notice

Copies of the Notice and Application has been served upon to those parties on the master service list with an opportunity to get a copy of Exhibit "C" to the Application from the Applicant free of charge. A complete copy of the Application with Exhibit "C" has been sent to counsel for the Committee and the U.S. Trustee for the Southern District of New York.

Conclusion

WHEREFORE, BRUSNIAK HARRISON & McCOOL, P.C. hereby respectfully requests that this Court to enter an order: (a) approving and allowing (i) compensation of Brusniak Harrison & McCool, P.C. for its duly authorized, necessary and valuable service to the Debtors during the Compensation Period in the aggregate amount of **\$19,975.00** and (ii) reimbursement to Brusniak Harrison & McCool, P.C. for actual and necessary expenses incurred during the Compensation Period in connection with the aforesaid services in the aggregate amount of **\$3,012.02**; (b) directing the Debtors to pay said amounts to Applicant; and (c) granting such other and further relief as this Court deems just and proper.

Dated: Floresville, Texas,
October 22, 2003.

BRUSNIAK HARRISON & McCOOL, P.C.
Special Counsel
1035 C Street, Suite 200
Floresville, Texas 78114
(830) 393-0500

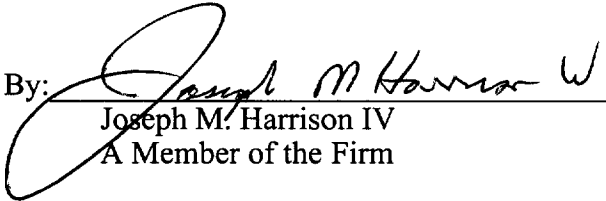
By: 
Joseph M. Harrison IV
A Member of the Firm

EXHIBIT "A"

BRUSNIAK HARRISON & McCOOL, P.C.
1035 C Street, Suite 200
Floresville, Texas 78114-2223
Telephone: (830) 393-0500
Joseph M. Harrison IV
TSB 09116150
Special Counsel

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

METROMEDIA FIBER
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22751 (ASH) through 02-22754
(ASH)

(Jointly administered)

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CERTIFICATION

STATE OF TEXAS)
)
COUNTY OF WILSON)

ss:


JOSEPH M. HARRISON IV, being first duly sworn, deposes and says;

1. I am a member of the firm of Brusniak Harrison & McCool, P.C. ("Applicant") special counsel to Metromedia Fiber Network, Inc. and its debtor subsidiaries (the "Debtors") herein for the time periods set forth herein.

2. I have read the foregoing final application (the "Application") for compensation by Applicant and know the contents thereof. The contents of the Application are true to the best of my knowledge, except as to matters therein alleged to be upon information and belief, and as to those matters, I believe them to be true. I have personally performed many of the legal services rendered

by Applicant and am thoroughly familiar with all other work performed on behalf of the Debtors by the attorneys and para-professionals in the firm.

3. In accordance with Bankruptcy Rule 2016(a) and section 504 of the Bankruptcy Code, no agreement or understanding exists between the Applicant and any other person for the sharing of compensation to be received in connection with the within case.



Joseph M. Harrison IV, Esq.

Sworn to before me this
22nd day of October, 2003



Notary Public, State of Texas

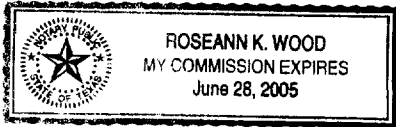


EXHIBIT "B"

**METROMEDIA FIBER NETWORKS, INC. et al.
PERIOD FEBRUARY 1, 2003 THROUGH 31, 2003**

	Hours During Period	Amount
<u>Property Tax Case Claims Administration and Section 505 Adversary Proceedings</u>	68.2	\$19,975.00

Detailed analysis of motions to dismiss filed by multiple state and local jurisdictions in response to section 505 adversary proceeding, analyze and develop responsive authorities to taxing unit briefing and motions, prepare for and attend hearings on multiple motions and issues and negotiate with taxing unit counsel on multiple party, procedurela and pleading issues related to the subject hearings, work on analysis of factual and legal issues related to appeal of valuation of 160 Harrison property in San Francisco, coordinate with local consulting representatives concerning same, analyze and respond to question regarding dischargeability of tax claims in bankruptcy to Ms. Bergmann, In-depth study of excel spreadsheete data on 160 Harrison property, engagement documentation from Price Waterhouse, background property analysis and methodology information, finalize engagement and continue preparation for upcoming California hearing, Work with specifics in California law in conjunction with 160 Harrison property, follow up on preparation of appellate case, coordinate with Mr. Ong regarding same, Analyze additional information on pertinent California valuation law, prepare letter to Mark Ong accompanying retention letter and follow up on preparation of case presentation on appeal, request feedback on likelihood of success in case of decision to pull hearing and non-attend to preserve Section 505 rights.

Applicant's Personnel

Name of Professional Person	Position with Applicant and Year Admitted	Hourly Billing Rate	Total Billed Hours	Total Compensation
Joseph M. Harrison IV	Partner 1984	\$300	58.5	\$17,550.00
W. Ray Evans, Jr.	Associate 2002	\$250	9.7	\$2,425.00

Grand Total Fees: \$19,975.00

Total Hours: 68.2

Blended Rate: \$292.89/hour

BRUSNIAK HARRISON & McCOOL, P.C.

By: 

Joseph M. Harrison IV

A Member of the Firm

EXHIBIT "C"

February 1, 2003 - February 28, 2003

Joseph M. Harrison IV:

	Hours	Amount
Detailed teleconference with Mark Ong regarding proposed legal and tactical issues for handling of 160 Harrison property in San Francisco, follow up teleconference with Tom Kelly regarding similar issues, coordinate with Mr. Ong on proposed representation agreement, scope and cost.	1.7	510.00
Review Price Waterhouse Coopers engagement letter, addendum to agreement with description of proposed challenge grounds and description of terms of engagement, further discussions with Mark Ong to finalize logistics for handling of 160 Harrison appeal.	0.50	150.00
Teleconference with Tom Kelly, follow up with Mark Ong regarding negotiating final agreement for representation of 160 Harrison property.	0.30	90.00
Teleconference with Messrs. Sokota, Gottlieb, Sussman, Kanowitz and Bergman regarding various tactical and legal issues related to motions to dismiss, analyze additional motions to dismiss filed by Harris County, Maryland, Santa Clara County, New York State, Virginia, New York City and Los Angeles County, coordinate with clients regarding proposed level for review of preparation for arguments on March 13, outline responsive points.	1.60	480.00
Review information and discussion on Virginia / Fairfax County objections.	0.40	120.00
Teleconference with Rob Sokota, Larry Gottlieb and Ron Sussman regarding various legal and tactical issues in connection with handling of motions to dismiss, other matters, follow up on various dismissal issues.	0.80	240.00
Review memoranda of law filed by various appraisal and assessment units in support of motions to dismiss, review exhibits concerning prior hearings, communication with debtor and orders previously issued, outline responsive points to issues raised in motions.	3.2	960.00
Detailed analysis of motions for dismissal filed by California State Board of Equalization, County of San Francisco, Dallas and Houston area appraisal authorities, draft responsive points.	3.50	1,050.00

Analyze motions to dismiss based on sovereign immunity grounds filed by Dallas and Harris County appraisal and tax authorities, confer with client regarding appropriate handling and response.	1.80	540.00
Follow up with debtor's counsel regarding upcoming deadline on responses to motions to dismiss, review process, teleconference with Richard Kanowitz and other Kronish Lieb personnel as well as Lazard Frers personnel regarding various legal, tactical and valuation issues in advance of responses to motions to dismiss and upcoming hearings.	1.30	390.00
Review memorandum of law in opposing to taxing authorities' motion to dismiss.	2.50	750.00
Analyze and outline common elements of ad valorem tax appraisal and assessment systems between states involved in adversaries and motions to dismiss, for purposes of refuting arguments at upcoming dismissal motion hearings	4.5	1350.00

March 1, 2003 - March 31, 2003

<u>Joseph M. Harrison IV:</u>	Hours	Amount
Coordinate outlining of commonalities between state tax systems versus discrepancies	1.7	510.00
Preparation for response to taxing units' claims of differentiation among state systems and coordinate with client regarding same	1.8	540.00
Outline joinder related argument	1.8	540.00
Final preparation for hearings on motions to dismiss	2.7	810.00
Travel time to New York for hearing	5.0	1,500.00
Meet with Kronish Lieb personnel prior to hearing on motions to dismiss	1.3	390.00
Review additional replies and briefs filed by Dallas and Harris County Appraisal Districts and other responses from additional taxing units	1.8	540.00
Attend hearing on Motions.	7.3	2,190.00
Return trip from New York after hearing.	5.0	1,500.00
Analyze request by Beth Weller to remove individual tax assessor-collectors, respond regarding same to client.	0.8	240.00

Review communication from State of Washington Assistant Attorney General Zachry Mosner regarding alleged binding agreement on King County tax issues, Rob Sokota response, provide additional input.	1.2	360.00
Analyze question of lien security holding and by which entity, respond concerning same.	0.5	150.00
<u>W. Ray Evans, Jr.:</u>		
Research multi-state 505 jurisdiction law for similarities between the jurisdictions, prepare outline of common and distinct elements.	3.5	875.00
Teleconference with Mr. Sontag regarding Spring Branch ISD 505 claims, research claims.	0.7	175.00
Research regarding claims 505 jurisdiction laws for similarities between the jurisdictions.	1.0	250.00
Continue analysis of 505 jurisdiction laws for similarities of legal standards between the jurisdictions.	2.2	550.00
Complete analysis regarding similarities between 505 jurisdictions of substantive law pertaining to property taxation, within those jurisdictions, summaries of substantive law.	2.0	500.00
Conference regarding commonality between state systems when filed 505 actions.	0.3	75.00

April 1, 2003 - April 30, 2003

<u>Joseph M. Harrison IV:</u>	Hours	Amount
Analyze and respond to question regarding dischargeability of tax claims and related liens in bankruptcy to Ms. Bergmann.	0.8	240.00
In-depth study of excel spreadsheet data on 160 Harrison property, engagement documentation from Price Waterhouse, background property analysis and methodology information, finalize engagement and continue preparation for upcoming California hearing.	2.8	840.00
Work with specifics in California law in conjunction with 160 Harrison property, follow up on preparation of appellate case, coordinate with Mr. Ong regarding same.	1.2	360.00
Analyze additional information on pertinent California valuation law, prepare letter to Mark Ong accompanying retention letter and follow up on preparation of case presentation on appeal, request		

feedback on likelihood of success in case of decision to pull hearing and non-attend to preserve Section 505 rights.

0.7 210.00

EXHIBIT "D"

METROMEDIA FIBER NETWORKS, INC. et al.

**EXPENSE BREAKDOWN
PERIOD FEBRUARY 1, 2003 THROUGH APRIL 30, 2003**

SUBJECT MATTER CATEGORIES	AMOUNT
Federal Express	\$228.48
Photocopies	\$7.20
Postage	\$2.02
Airfare	\$1,411.00
Hotel	\$970.42
Rental Car	\$253.71
Meals	\$85.60
Cab Fare	\$25.00
Airport Parking	\$28.59
TOTAL	\$3,012.02