

GRAUBARD MILLER  
600 Third Avenue  
New York, NY 10016  
Telephone: (212) 818-8800  
Kevin B. McGrath  
Special Counsel

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X

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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**FIRST APPLICATION OF GRAUBARD MILLER,  
SPECIAL COUNSEL FOR THE DEBTORS, FOR INTERIM COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM  
MAY 20, 2002 THROUGH OCTOBER 31, 2002**

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

GRAUBARD MILLER (the "Applicant"), Special Counsel to Metromedia Fiber Network, Inc. and its debtor subsidiaries<sup>1</sup> (each a "Debtor" and collectively, the "Debtors" and/or "Debtors in Possession"), in the above-captioned Chapter 11 case, respectfully represents:

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<sup>1</sup> 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 first 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 May 20, 2002 through October 31, 2002 (the "Compensation Period") and 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 May 7, 2003 accompanying this Application, made on behalf of the Applicant by Kevin B. McGrath, 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 \$36,597.00, representing Applicant's actual time charges for 146.30 hours of services rendered during the Compensation Period and reimbursement for expenses in the amount of \$622.38 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.

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 May 20, 2002 Through October 31, 2002**

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 \$36,597.00 for services rendered during the Compensation Period and reimbursement of expenses in the amount of \$622.38.

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

**Special Franchise Tax Case Claims Administration in New York**

12. This category includes time expended by Applicant relating to a variety of activities regarding the analysis, planning, drafting and filing of the adversary proceedings initiated in accordance with Article 7 of the New York State Real Property Tax Law to correct numerous

excessive special franchise tax assessments against property of the Debtor located within the Boroughs of New York City. Activities in this connection include analysis of New York State valuation statutes and procedures and correlation of state provisions with proper appraisal methodology concerning the types of property at issue, review and analysis of appraisal and valuation data from various sources concerning reflective of accurate appraised values for the subject assets, communication with local appraisal and assessment entities concerning particular assets and appropriate valuation methodologies, as well filing and arguing Administrative and Judicial Appeals for the reduction of New York State Special Franchise Tax Assessments.

13. Applicant expended 146.30 hours of time for a charge of \$36,597.00 for services rendered with respect to the handling of matters relating to New York State Special Franchise Tax.

#### **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 May 20, 2002 through October 31, 2002 in conjunction with this case is 146.30. 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.

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 \$36,597.00 for its services during the Compensation Period, plus the sum of \$622.38, representing Applicant's actual and necessary out-of-pocket disbursements incurred during the Compensation Period, for a total of **\$37,219.38**.

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, GRAUBARD MILLER hereby respectfully requests that this Court to enter an order: (a) approving and allowing (i) compensation of Graubard Miller for its duly authorized, necessary and valuable service to the Debtors during the Compensation Period in the aggregate amount of \$36,597.00 and (ii) reimbursement to Graubard Miller for actual and necessary expenses incurred during the Compensation Period in connection with the aforesaid services in the aggregate

amount of \$622.38; (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: New York, New York  
May 8, 2003.

GRAUBARD MILLER  
Special Counsel  
600 Third Avenue  
New York, New York 10016  
(212) 818-8800

By:           /s/ Kevin B. McGrath            
Kevin B. McGrath  
A Member of the Firm

**EXHIBIT "A"**

GRAUBARD MILLER  
600 Third Avenue  
New York, NY 10016  
Telephone: (212) 818-8800  
Kevin B. McGrath  
Special Counsel

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

METROMEDIA FIBER  
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Chapter 11

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22751 (ASH) through 02-22754  
(ASH)

(Jointly administered)

**CERTIFICATION**

STATE OF NEW YORK            )  
  )  
COUNTY OF NEW YORK        )

ss:

KEVIN B. McGRATH, being first duly sworn, deposes and says;

1. I am a member of the firm of Graubard Miller ("Applicant") special counsel to Metromedia Fiber Network, Inc. and its debtor subsidiaries (the "Debtors") herein.

2. I have read the foregoing first interim 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.

/s/ Kevin B. McGrath  
Kevin B. McGrath, Esq.

Sworn to before me this  
8th day of May, 2003

/s/ Boris Saks  
Notary Public, State of Texas

**EXHIBIT "B"**

**METROMEDIA FIBER NETWORKS, INC. et al.  
PERIOD MAY 20, 2002 THROUGH OCTOBER 31, 2002**

	Hours During Period	Amount
<b><u>New York Special Franchise Tax</u></b> <b><u>Case Claims Administration</u></b>	146.30	\$36,597.00

In connection with Special Franchise Tax Assessments in Manhattan Bronx, Brooklyn and Queens including but not limited to the following: Review of Tax Assessments by New York City Department of Finance and New York State office of Real Property Services (ORPS); Preparation and filing of applications and complaints to contest Special Franchise Tax Assessments with ORPS and New York City Tax Commission; Numerous additional correspondences with City and State re: same; Attendance at hearings before ORPS in Albany; Attendance at meeting between State Auditors and client; Preparation of Motion and Affidavit for submission to Bankruptcy Court; Preparation and filing of Petition in accordance with Article 7 of Real Property Tax Law; Communications with City and State re: alternate schedule for payment of taxes; Numerous meetings, conferences and correspondences with client, consultants, accountants and counsel re: foregoing proceedings.

**Applicant's Personnel**

Name of Professional Person	Position with Applicant	Hourly Billing Rate	Total Billed Hours	Total Compensation
Kevin B. McGrath	Partner	\$450	13.40	\$6,030.00
W. Ray Evans, Jr.	Associate	\$230	132.90	\$30,567.00

**Grand Total Fees: \$36,597.00**

**Total Hours: 146.30**

**Blended Rate: \$250.15/hour**

GRAUBARD MILLER

By:           /s/ Kevin B. McGrath            
Kevin B. McGrath  
A Member of the Firm

**EXHIBIT "C"**

TIME RECORDS

**EXHIBIT "C"**

Time Records

Client 0069547 METROMEDIA FIBER NETWORK, INC  
Matter 0000001 M/70000/2538(New York City)

Billing Attorney 0324 MCGRATH, KEVIN B.  
Originating Attorney 0324 MCGRATH, KEVIN B.  
Responsible Attorney 0324 MCGRATH, KEVIN B.

\*\*\*\* Time \*\*\*\*

Attorney	Date	Time	Rate	Value	Diary	Print Bill	Add Total	No Chg
0324 MCGRATH, KEVIN B.	05/23/02	1.00	450	450.00	Called R. Warren. Spoke to R. Kanowitz of Kronish Lieb re: bankruptcy. Called Robert Sokota twice. Spoke and met with BS	Yes	Yes	No
	05/24/02	0.30	450	135.00	Spoke to General Counsel RS re: bankruptcy - retainer and motion to be retained. Spoke to BS re: same.	Yes	Yes	No
	05/28/02	0.50	450	225.00	Spoke to EHP. Met with BS. Reviewed and made suggestions for affirmation. Motion to be appointed special counsel.	Yes	Yes	No
	06/05/02	0.50	450	225.00	Spoke to Rob Sakota of client re: aff. and conflicts re: creditors and subsidiaries et al of Bankrupt; worked on Special Franchise matter - production of information ofr O of RP.	Yes	Yes	No
	06/06/02	0.20	450	90.00	Spoke to BS re: Albany proceeding, production of documents and figures; called R. Sakota.	Yes	Yes	No
	06/10/02	0.30	450	135.00	Spoke to BS and Rob Sakota re: structure of our fee; spoke to J. Marcus re: same & EHP.	Yes	Yes	No
	06/11/02	0.30	450	135.00	Met with BS; reviewed parties in interest; spoke to N. Scooler of this office re: conflicts; spoke to Rob S. re: matter.	Yes	Yes	No
	06/14/02	0.30	450	135.00	Met with BS; reviewed Conflict Check information sent to all attorney with firm; spoke to Rob Sakota re: matter.	Yes	Yes	No
	06/17/02	0.30	450	135.00	Reviewed motion papers; spoke to partner re: possible conflict; reviewed BS's motion.	Yes	Yes	No

GRAUBARD MILLER  
Billed Billing Memorandum  
Thru 10/31/02

Client 0069547 METROMEDIA FIBER NETWORK, INC  
Matter 0000001 M/70000/2538(New York City)

Billing Attorney 0324 MCGRATH, KEVIN B.  
Originating Attorney 0324 MCGRATH, KEVIN B.  
Responsible Attorney 0324 MCGRATH, KEVIN B.

\*\*\*\* Time \*\*\*\*

Attorney	Date	Time	Rate	Value	Diary	Print Bill	Add Total	No Chg
	06/18/02	0.30	450	135.00	Make changes in aff. in support of motion; spoke to BS; spoke to Rob Sakota	Yes	Yes	No
	06/19/02	0.20	450	90.00	Spoke to BS re: proceeding; reviewed and discussed production of figures.	Yes	Yes	No
	06/20/02	1.00	450	450.00	Met with BS in office; spoke to client then again in pm; conference call with BS and client re: assessments and reporting cost - method of reporting and how to measure equipment that is obsolete; (D. Coppola, K. Brown, K. Reisenberg.	Yes	Yes	No
	06/21/02	1.80	450	810.00	Reviewed fax from D. Coppola; reviewed figures of private - public - reconciliation of data and obsolete; also figures for out of NY; worked with BS on matter; reviewed letter to be sent to State, rejected same; spoke to clients re: reasons for action; reviewed, revised letter and gave reasons for also rejecting same; spoke to D. Coppola et al.	Yes	Yes	No
	06/24/02	0.60	450	270.00	met with B.S. reviewed filings with stots prep for an in part of conference call with clients accounting, Eng & tax staff re: matter	Yes	Yes	No
	06/25/02	1.40	450	630.00	met with BS re: email for D. Coppola & requested information on taxes due; payment schedule-penalty for late payment, worked on same, spoke to client, spoke to city and State	Yes	Yes	No
	06/26/02	0.40	450	180.00	reviewed application pursuant to section 327 (c) and 328 (a) of the Bankruptcy code, spoke to BS re: same	Yes	Yes	No
	07/09/02	0.20	450	90.00	spoke to B. Lizonberg and BS re: Searing	Yes	Yes	No
	07/11/02	0.20	450	90.00	spoke to BS and B. Lizonberg re: hearing set	Yes	Yes	No
	09/23/02	1.00	450	450.00	Worked on petition; met and spoke to Boris S.	Yes	Yes	No

**GRAUBARD MILLER**  
**Billed Billing Memorandum**  
**Thru 10/31/02**

Client 0069547 METROMEDIA FIBER NETWORK, INC  
 Matter 0000001 M/70000/2538(New York City)

Billing Attorney 0324 MCGRATH, KEVIN B.  
 Originating Attorney 0324 MCGRATH, KEVIN B.  
 Responsible Attorney 0324 MCGRATH, KEVIN B.

\*\*\*\* Time \*\*\*\*

Attorney	Date	Time	Rate	Value	Diary	Print Bill	Add Total	No Chg
	09/24/02	1.10	450	495.00	Revised petitions; signed same; met with BS reviewed same	Yes	Yes	No
	10/01/02	1.20	450	540.00	Reviewed notice of petition and petition; spoke to Boris S.	Yes	Yes	No
	10/21/02	0.30	450	135.00	Spoke to BS and Rob Sokota re Bankruptcy filing to reduce taxes and bill	Yes	Yes	No
Attorney Total		13.40		\$6,030.00				

Attorney	Date	Time	Rate	Value	Diary	Print Bill	Add Total	No Chg
0436 SAKS, BORIS	05/20/02	0.20	230	46.00	T/C with J. Moodie re: June 5 audit.	Yes	Yes	No
	05/21/02	1.80	230	414.00	T/Cs with K. Brann re: June 5 audit and 2001 filing; T/Cs with J. Moodie from ORPs re: same; T/C with S. Joffe and R. Warren re: fees; review file for copies of filing with ORPs.	Yes	Yes	No
	05/23/02	1.00	230	230.00	Call with KBM to R. Warren and Kronish Lieb; call to R. Sokota at MFN; T/C with K. Brann.	Yes	Yes	No
	05/24/02	0.70	230	161.00	Several T/Cs with K. Brann re: retainer, audit, and 2001 filing.	Yes	Yes	No
	05/28/02	4.50	230	1,035.00	T/C with R. Sokota re: Affidavit to Bankruptcy Court; e-mail from R. Sokota re: same; work on Affidavit; e-mail to R. Sokota requesting list for conflict check.	Yes	Yes	No
	05/29/02	4.00	230	920.00	Several T/Cs with K. Brann; prepare memo to K. Brann re: Speical Franchise tax; e-mail to K. Brann re: same.	Yes	Yes	No

Client 0069547 METROMEDIA FIBER NETWORK, INC  
Matter 0000001 M/70000/2538(New York City)

Billing Attorney 0324 MCGRATH, KEVIN B.  
Originating Attorney 0324 MCGRATH, KEVIN B.  
Responsible Attorney 0324 MCGRATH, KEVIN B.

\*\*\*\* Time \*\*\*\*

Attorney	Date	Time	Rate	Value	Diary	Print Bill	Add Total	No Chg
	05/30/02	1.30	230	299.00	Fax from J. Moodie re: 6/5/02 audit; e-mail to K. Brann re: same; e-mail to J. Moodie.	Yes	Yes	No
	06/03/02	0.20	230	46.00	E-mail to R. Sokota re: affidavit.	Yes	Yes	No
	06/04/02	4.50	230	1,035.00	T/C with R. Kanowitz at Kronish Leib re: Bankruptcy Affidavit; T/C with J. Moodie to confirm audit; T/C with K. Brann re: same; T/C with B. Weisenberg at Kronish Leib; e-mail from B. Weisenberg; prepare for audit.	Yes	Yes	No
	06/05/02	7.50	230	1,725.00	Attend MFN audit by ORPS; meet with MFN staff and consultants re: material preproduction for State auditors; e-mail from R. Sokota re: fee arrangement; e-mail from D. Cole and response to same re: tax calculations by NYC.	Yes	Yes	No
	06/06/02	1.80	230	414.00	Call with KBM to R. Sokota; T/C with REUC unit at NYC Dept of Finance re: billing of Special Franchise Tax; T/C to J. Tanalsky, G. Goldman and B. Brasky re: same; T/C with K. Brann.	Yes	Yes	No
	06/07/02	0.70	230	161.00	Fax from K. Brann; discuss with KBM; T/C with K. Brann re: same.	Yes	Yes	No
	06/10/02	5.00	230	1,150.00	Calls with KBM to R. Sokota, J. Markus re: Bankruptcy retainer on contingency basis; T/C with J. Moodie re: state analysis; T/C with P. Hembdt re: City billing; T/Cs with J. Tanalsky and J. Ray at Finance re: City billing; numerous conference calls with members of MFN; print and fax tax bills.	Yes	Yes	No
	06/11/02	3.20	230	736.00	E-mail from D. Coppola; respond to same; T/C with D. Coppola; T/C with J. Ray; T/C with B. Weisenberg at Kronish Lieb; T/C with R. Kanowitz; T/C to C. Laske; fax from J. Ray; e-mail from Weisenberg; work on conflict check memo; conference call with MFN.	Yes	Yes	No



Client 0069547 METROMEDIA FIBER NETWORK, INC  
Matter 0000001 M/70000/2538(New York City)

Billing Attorney 0324 MCGRATH, KEVIN B.  
Originating Attorney 0324 MCGRATH, KEVIN B.  
Responsible Attorney 0324 MCGRATH, KEVIN B.

\*\*\*\* Time \*\*\*\*

Attorney	Date	Time	Rate	Value	Diary	Print Bill	Add Total	No Chg
	06/12/02	6.50	230	1,495.00	E-mail from K. Brann with memo to R. Kanowitz; respond with comments to same; e-mail correspondences with D. Coppola at MFN, B. Weisenberg at Kronish Lieb; review Neuman Bankruptcy documents with E. Pomeranz; fax to B. Weisenberg.	Yes	Yes	No
	06/13/02	1.00	230	230.00	Revise conflict check memo and send out; T/C with Joana re: research.	Yes	Yes	No
	06/14/02	2.50	230	575.00	Numerous T/Cs with B. Weisenberg; draft language re: Graubard retention for Bankruptcy motion; T/C with Joana re: research.	Yes	Yes	No
	06/17/02	3.20	230	736.00	Fairtax research; e-mail from D. Coppola; respond to same; T/C with K. Brann re: tax bills; T/Cs with P. Lempin re: installment agreement; T/C with J. Bobrow re: same; e-mail to K. Brann; fax to D. Coppola.	Yes	Yes	No
	06/18/02	2.50	230	575.00	E-mail from D. Coppola re: AVS; respond to same; T/C with R. Sokota re: affidavit; prepare affidavit for bankruptcy court; T/C with J. Bobrow; e-mail from K. Brann; fax to K. Brann.	Yes	Yes	No
	06/19/02	4.40	230	1,012.00	E-mail from D. Coppola; discuss bankruptcy court affidavit with KBM; discuss same with B. Weisenberg at Kronish Lieb; revise affidavit and send with letter to B. Weisenberg.	Yes	Yes	No
	06/20/02	6.00	230	1,380.00	Conference call with KBM and D. Coppola; conference call with KBM and K. Brann; research section 102 of RPTL; fax to K. Brann; e-mail correspondence with D. Coppola; T/C with J. Ray re: City Assessment; numerous conference calls with clients.	Yes	Yes	No

Client 0069547 METROMEDIA FIBER NETWORK, INC  
Matter 0000001 M/70000/2538(New York City)

Billing Attorney 0324 MCGRATH, KEVIN B.  
Originating Attorney 0324 MCGRATH, KEVIN B.  
Responsible Attorney 0324 MCGRATH, KEVIN B.

\*\*\*\* Time \*\*\*\*

Attorney	Date	Time	Rate	Value	Diary	Print Bill	Add Total	No Chg
	06/21/02	5.00	230	1,150.00	Numerous T/Cs with D. Coppola; e-mail from D. Coppola; review letter to Bob Gala; conference calls with MFN re: same; revisions to letter.	Yes	Yes	No
	06/24/02	6.00	230	1,380.00	T/C with J. Bobrow re: installment agreements; e-mail correspondence with K. Reinhard and D. Coppola; review Admin. Code 11-405(c) re: installment agreements; review new proposed MFN filing; conference call with KBM and client re: same; conference call with KBM, J. Bobrow.	Yes	Yes	No
	06/25/02	4.00	230	920.00	Conference call with clients; T/C with J. Ray re: Abovenet bill; print Fairtax invoices for MFN properties through 6/27 and 6/28; T/C with B. Weisenberg re: Bankruptcy filing; T/C with REUG re: Abovenet.	Yes	Yes	No
	06/26/02	1.50	230	345.00	T/C with D. Coppola; conference call with clients re: new submission; T/C with B. Weisenberg re: Bankruptcy documents; T/C with J. Bobrow.	Yes	Yes	No
	06/27/02	2.50	230	575.00	Review Bankruptcy documents from Kronish Lieb; discuss with B. Weisenberg; conference call with D. Coppola, K. Reinhard, C. Morano.	Yes	Yes	No
	07/08/02	1.00	230	230.00	T/C with J. Moodie at ORPS re: last filing; review letter from D. Maloney at ORPS re: hearing; T/C with B. Weisenberg re: bankruptcy hearing.	Yes	Yes	No
	07/09/02	0.70	230	161.00	T/C with J. Moodie at ORPS re: analysis and hearing; T/C with K. Brann re: same; T/C with B. Weisenberg re: attendance at hearing.	Yes	Yes	No
	07/10/02	1.50	230	345.00	T/C with B. Weisenberg re: status of motion hearing; e-mail from D. Coppola re: new chart; respond to same.	Yes	Yes	No

**GRAUBARD MILLER**  
**Billed Billing Memorandum**  
**Thru 10/31/02**

**Client 0069547 METROMEDIA FIBER NETWORK, INC**  
**Matter 0000001 M/70000/2538(New York City)**

**Billing Attorney 0324 MCGRATH, KEVIN B.**  
**Originating Attorney 0324 MCGRATH, KEVIN B.**  
**Responsible Attorney 0324 MCGRATH, KEVIN B.**

\*\*\*\* Time \*\*\*\*

Attorney	Date	Time	Rate	Value	Diary	Print Bill	Add Total	No Chg
	07/11/02	0.60	230	138.00	T/C with B. Weisenberg; e-mail from D. Coppola.	Yes	Yes	No
	07/22/02	0.50	230	115.00	Review letter from K. Brann to Dept. of Finance.	Yes	Yes	No
	07/24/02	1.80	230	414.00	T/C with J. Moodie at ORPS re: proposed decision; T/C with P. Hembote at ORPS re: same; T/C with D. Coppola re: status; e-mail from D. Coppola.	Yes	Yes	No
	07/26/02	0.70	230	161.00	Conference call with client re: ORPS decision; T/C with K. Brann.	Yes	Yes	No
	07/29/02	0.50	230	115.00	E-mail correspondence with D. Coppola; Fairtax printouts for all properties; review ORPS staff recommendation to the Board; fax bills to D. Coppola.	Yes	Yes	No
	07/30/02	0.50	230	115.00	Discuss staff recommendation to ORPS with KBM.	Yes	Yes	No
	07/31/02	1.50	230	345.00	T/C with D. Maloney re: extension of time to respond to ORPS staff recommendation to the Board; begin working on response.	Yes	Yes	No
	08/02/02	3.30	230	759.00	T/Cs with K. Brann re: response to ORPs proposal; work on response to ORPs; T/C with D. Maloney re: extension.	Yes	Yes	No
	08/05/02	1.50	230	345.00	T/Cs with K. Brann re: draft response; work on same.	Yes	Yes	No
	08/06/02	4.50	230	1,035.00	T/Cs with K. Brann to review draft response to ORPs; fax to K. Brann; revise response per K. Brann; e-mail new draft to K. Brann; letter to D. Maloney at ORPs; review response with K. Reinhard.	Yes	Yes	No
	08/14/02	1.00	230	230.00	Review 1997 MFN Petition.	Yes	Yes	No
	08/15/02	0.20	230	46.00	T/C to P. Hembdt at ORPs re: Petition filing.	Yes	Yes	No
	08/19/02	0.40	230	92.00	T/C with P. Hembdt at ORPs re: filing Article 7 Petition.	Yes	Yes	No
	08/29/02	1.00	230	230.00	T/C with K. Brann; fax to K. Brann; review letter from ORPs re: training.	Yes	Yes	No

**GRAUBARD MILLER**  
**Billed Billing Memorandum**  
**Thru 10/31/02**

Client 0069547 METROMEDIA FIBER NETWORK, INC  
 Matter 0000001 M/70000/2538(New York City)

Billing Attorney 0324 MCGRATH, KEVIN B.  
 Originating Attorney 0324 MCGRATH, KEVIN B.  
 Responsible Attorney 0324 MCGRATH, KEVIN B.

\*\*\*\* Time \*\*\*\*

Attorney	Date	Time	Rate	Value	Diary	Print Bill	Add Total	No Chg
	09/03/02	0.50	230	115.00	T/C with K. Reinhard re: status of bankruptcy proceedings and meeting with Earnst & Young re: filing for NY State properties.	Yes	Yes	No
	09/18/02	2.00	230	460.00	Work on Article 7 Petition.	Yes	Yes	No
	09/23/02	0.10	230	23.00	Telephone call with K. Brann re Article 7 Petition	Yes	Yes	No
	09/23/02	6.00	230	1,380.00	Work on Article 7 Petition	Yes	Yes	No
	09/24/02	0.20	230	46.00	Telephone call with K. Brann re Petition	Yes	Yes	No
	09/25/02	2.00	230	460.00	Review fax from K. Brann; revise Petition and e-mail to Brann	Yes	Yes	No
	09/27/02	3.20	230	736.00	Telephone calls with K. Brann re Petition revisions; e-mail to K. Brann; prepare verification of Petition; e-mail same to Brann	Yes	Yes	No
	09/30/02	2.00	230	460.00	Telephone call with K. Brann; work on Petition	Yes	Yes	No
	10/01/02	6.50	230	1,495.00	Numerous t/cs and e-mail correspondence w/ K. Brann and K. Reinhard at MFN re petition revisions. Conference call w/ MFN and Bankruptcy Counsel re same. Numerous petition revisions, notice of petition revisions. Prepare petition for filing. T/cs w/ P. Hembdt and C. Laske.	Yes	Yes	No
	10/03/02	4.30	230	989.00	T/c w/ P. Hembdt re service of petition. T/c w/ D. Wynn re additional copy of petition for Court Clerk. T/cs w/ K. Brann re verification. Prepare new petition and notice of petition.	Yes	Yes	No
	10/04/02	0.30	230	69.00	T/c w/ Albany County Court Clerk re filing original petition.	Yes	Yes	No
	10/07/02	0.70	230	161.00	Letter to Cl. Laske with petition letter to P. Hembolt with petition	Yes	Yes	No
	10/08/02	0.50	230	115.00	Letter to K. Brann with Petition	Yes	Yes	No
	10/10/02	0.20	230	46.00	Telephone call with Laske re service on City Clerk	Yes	Yes	No

**GRAUBARD MILLER**  
**Billed Billing Memorandum**  
**Thru 10/31/02**

Client 0069547 METROMEDIA FIBER NETWORK, INC  
 Matter 0000001 M/70000/2538(New York City)

Billing Attorney 0324 MCGRATH, KEVIN B.  
 Originating Attorney 0324 MCGRATH, KEVIN B.  
 Responsible Attorney 0324 MCGRATH, KEVIN B.

\*\*\*\* Time \*\*\*\*

Attorney	Date	Time	Rate	Value	Diary	Print Bill	Add Total	No Chg
	10/21/02	0.40	230	92.00	Discuss new fee arrangement with R. Sokota; discuss with KBM	Yes	Yes	No
	10/24/02	1.20	230	276.00	Telephone call with R. Sokota re call from J. Harisson; telephone call with J. Harisson re Proceedings in NYC; letter to J. Harisson with copy of Petition	Yes	Yes	No
	10/25/02	0.10	230	23.00	Telephone call with City Clerk re Petition	Yes	Yes	No
Attorney Total		132.90		\$30,567.00				
Total Time		146.30		\$36,597.00				

**EXHIBIT "D"**

**METROMEDIA FIBER NETWORKS, INC. et al.**

**EXPENSE BREAKDOWN  
PERIOD OCTOBER 1, 2002 THROUGH JANUARY 31, 2003**

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<b>SUBJECT MATTER CATEGORIES</b>	<b>AMOUNT</b>
Local Fares and Travel	\$42.33
Photocopies	- 0 -
Courier Services	\$19.00
Federal Express	\$103.09
Telecopier	\$82.50
Index Number	\$185.00
Miscellaneous	\$37.55
Process Services	\$142.91
Travel	\$10.00

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**TOTAL** **\$622.38**

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