

KELLEY DRYE & WARREN LLP

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Hearing Date: November 12, 2003 at 11:00 a.m.
Objection Deadline: November 10, 2003 at 5:00 p.m.

-and-

Jonathan E. Canis
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Ordinary Course Regulatory Counsel to
Metromedia Fiber Network, Inc., et al.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

METROMEDIA FIBER NETWORK, INC.,
et al.,

Debtors.

Chapter 11

Case Nos. 02-22736 (ASH)

(Jointly Administered)

**FIRST AND FINAL APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF KELLEY DRYE & WARREN LLP,
ORDINARY COURSE REGULATORY COUNSEL**

Name of Applicant:	Kelley Dye & Warren LLP
Authorized to Provide Professional Services as:	Ordinary Course Regulatory Counsel
Period for which final compensation and reimbursement is sought:	May 1, 2002, through and including September 7, 2003
Amount of Compensation sought as actual, reasonable and necessary for:	\$332,357.50 <i>(includes prior payments of \$145,390.72)</i>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$13,594.32 <i>(includes prior payments of \$9,405.57)</i>

This is an: ___ interim X final application

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ORDINARY COURSE REGULATORY COUNSEL**

Kelley Drye & Warren LLP (“Kelley Drye”), ordinary course regulatory counsel (“Ordinary Course Regulatory Counsel”) for Metromedia Fiber Network, Inc. (“MFN”) and its debtor subsidiaries¹ (each a “Debtor” and collectively, the “Debtors”), in the above-captioned Chapter 11 cases, hereby submits its first and final application for compensation and

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.

reimbursement of expenses (the “Application”) pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, adopted by the Court on June 20, 1991 and amended April 19, 1995 (together, the “Local Guidelines”), (iv) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, effective January 30, 1996 (the “UST Guidelines”), and (v) the Court’s Order Authorizing Debtors to Employ Professionals Utilized in the Ordinary Course of Business, entered on June 2, 2002 (the “Ordinary Course Order”). In support of this Application, Kelley Drye respectfully represents as follows:

Background

1. The Debtors, together with MFN’s non-debtor subsidiaries (collectively, the “Company”), provide 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.

2. 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.

3. On May 20, 2002 (the “Petition Date”), the Debtors each filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

4. The Debtors’ Second Amended Plan of Reorganization (the “Plan”) was approved by Order of this Court dated August 21, 2003 (the “Confirmation Order”). The Plan became effective on September 8, 2003.

The Ordinary Course Order

5. By the Ordinary Course Order, this Court authorized the Debtors to retain and compensate counsel to provide legal services arising in the ordinary course of business (the “Ordinary Course Professionals”) effective as of the Petition Date. The Ordinary Course Order further established procedures pursuant to which Ordinary Course Professionals are to be compensated.

6. The Ordinary Course Order authorizes the Debtors to, *inter alia*, pay each Ordinary Course Professional a total of \$30,000 per month (the “Fee Cap”), without the necessity of filing an interim or final fee application in connection with such fees and expenses. The Ordinary Course Order provides, however, that if fees incurred by an Ordinary Course Professional for any month exceed the Fee Cap, such Ordinary Course Professional must seek Court approval of the entire aggregate amount of compensation and disbursements sought.

7. Pursuant to the Ordinary Course Order, Kelley Drye was retained as Ordinary Course Regulatory Counsel to perform legal services including, but not limited to, advising the

Debtors regarding rules, regulations and policies of the Federal Communications Commission (“FCC”), state public utility commissions (“PUCs”) nationwide, and numerous municipal franchising authorities, and representing the Debtors in connection with obtaining the approvals of the FCC, state PUCs nationwide and local franchise authorities where necessary.

Kelley Drye’s Billing History

8. In connection with services provided to the Debtors in its capacity as Ordinary Course Regulatory Counsel, Kelley Drye exceeded the Fee Cap during four of the sixteen months in the Application Period. Although Kelley Drye maintained fee levels well below the Fee Cap for most of the Application Period, as explained in detail below, in the four months prior to confirmation of the Plan, Kelley Drye professionals were compelled to devote significant amounts of time to filings with the FCC and state PUCs to insure the Debtors’ prompt and successful restructuring. Moreover, the Debtors’ unexpected change in their restructuring strategy during the pendency of the case necessitated further work by Kelley Drye professionals in order to bring the Debtors in compliance with applicable regulatory rules. As a result, the services provided by Kelley Drye during the months of April, 2003 through July, 2003 exceeded the Fee Cap.

9. Specifically, Kelley Drye professionals provided 132.70 hours of service during the month of April of 2003, for total compensation and disbursements of \$38,613.59; services totaling 387.90 hours in May of 2003, for total compensation and disbursements of \$113,773.85; services totaling 315.00 hours in June of 2003, for total compensation and disbursements of \$91,533.78; and services totaling 201.90 hours in July of 2003, for total compensation and disbursements of \$62,938.21.

10. During the Application Period, Kelley Drye submitted monthly invoices, in accordance with the Ordinary Course Order, to the Debtors seeking compensation for services provided in the ordinary course up to the allowed Fee Cap of \$30,000. To date, Kelley Drye has received payments totaling \$143,817.83 toward these invoices.

Current Application

11. By this Application, Kelley Drye seeks allowance of (a) total compensation in the aggregate amount of \$332,357.50 for professional compensation and (b) \$13,594.32 aggregate expenses, totaling \$345,951.82, for the period commencing on May 1, 2002, through and including September 7, 2003.

12. To date, Kelley Drye has received \$145,390.72 in compensation in the ordinary course and disbursements in the total amount of \$9,405.57. Through this Application, Kelley Drye seeks approval of payment for the outstanding compensation in the amount of \$186,966.78 and outstanding disbursements in the amount of \$4,188.75, for a total outstanding unpaid amount of \$191,155.53.

13. The compensation sought by the Application reflects an aggregate of 1,147.90 hours of attorney and paraprofessional time spent and recorded in performing services in connection with telecommunications regulatory matters on behalf of the Debtors.

14. Kelley Drye has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in these cases. No promises have been received by Kelley Drye or any member thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code.

15. Kelley Drye maintains computerized records of the time expended in the rendition of the professional services required by the Debtors. These records are maintained in the ordinary course of Kelley Drye's practice. For the convenience of the Court and parties in interest, and in accordance with the Local Guidelines, billing summaries for the Application are attached hereto as Exhibits A and B, setting forth the name of each attorney and paraprofessional for whose work on these cases compensation is sought, each attorney's year of bar admission, the aggregate amount of the time expended by each such attorney and paraprofessional, the hourly billing rate for each such attorney or paraprofessional at Kelley Drye's standard billing rates, the by-timekeeper amounts of compensation requested, the hours devoted to distinct matters and the by-matter amounts of compensation requested. The compensation requested by Kelley Drye is based on the customary compensation charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code.

16. Kelley Drye also maintains computerized records of all expenses incurred in connection with the performance of professional services. A summary of the amounts and categories of expenses for which reimbursement is sought is attached hereto as Exhibit C.

17. Attached hereto as Exhibit D are time entry records by matter and setting forth a detailed description of services performed by each attorney and paraprofessional on behalf of the Debtors, as well as the expenses incurred by Kelley Drye.

18. The certification required pursuant to the Local Guidelines is attached hereto as Exhibit E.

Summary of Professional Services Rendered and Expenses Incurred

19. In its role as Ordinary Course Regulatory Counsel, Kelley Drye advised the Debtors in matters related to federal and state regulation of telecommunications carriers. Kelley

Drye established a separate billing category, or matter number, for each project. Set forth below is a brief description² of the time devoted to each of these matters and recorded contemporaneously with the corresponding matter number.

A. *General Communications Advice*

20. In connection with the Debtors' filing for Chapter 11 bankruptcy relief, Kelley Drye provided general legal services regarding the regulatory ramifications of such filing. Specifically, Kelley Drye professionals researched and analyzed the Debtors' interconnection agreements in each of the thirty-two (32) jurisdictions where the Debtors maintain a presence. Additionally, Kelley Drye compiled lists of the effective dates and expiration dates for each of the one hundred thirty (130) interconnection agreements the Debtors maintain with other telecommunications carriers. Kelley Drye also conducted extensive review of PUC orders and the status of the Debtors' certification with each PUC. Kelley Drye also conducted extensive research regarding the FCC's regulation of bankrupt entities in preparation for related filings with federal and state regulators. Kelley Drye professionals also conducted research and analysis regarding the Debtors' restructuring in light of the time frames involved and regulatory ramifications of alternate restructuring strategies.

21. Kelley Drye expended 78.8 hours of time for a charge of \$27,813.50 for services rendered with respect to the handling of the matters relating to General Communications Advice.

B. *General Bankruptcy Matters*

22. In connection with the Debtors' Chapter 11 bankruptcy filing, Kelley Drye professionals advised the Debtors in matters concerning the regulatory ramifications of assumption and rejection of executory contracts. Kelley Drye also advised the Debtors regarding

² Detailed descriptions are contained in the time entries recorded by Kelley Drye professionals and paraprofessionals, which are attached hereto as Exhibit D and incorporated herein by reference.

the impact of swap agreements and name changes. In compliance with the Ordinary Course Order, Kelley Drye further expended time in analyzing and reporting fees incurred in its role as Ordinary Course Regulatory Counsel in excess of the monthly Fee Cap.

23. Kelley Drye expended 18.90 hours of time for a charge of \$7,402.50 for services rendered with respect to handling of matters relating to General Bankruptcy Matters.

C. *Franchise Transfers*

24. The Debtors build extensive fiber optic networks within and between cities. When a telecommunications carrier such as the Company constructs its own facilities, the carrier must obtain franchises, or rights of way, for use of public lands from each state, municipal or public landowner. When a carrier undergoes a change of control or a restructuring, the franchisor must be notified of such change. In certain instances, prior approval must be obtained. The Debtors maintain over one hundred thirty (130) franchises in connection with its extensive fiber optic networks nationwide. In that regard, Kelley Drye researched and filed notices and/or applications for approval with each of the one hundred thirty franchisors.

25. Kelley Drye expended 178.50 hours of time for a charge of \$51,207.50 for services rendered with respect to the handling of matters relating to Franchise Transfers.

D. *Federal and State Transfers*

26. The bulk of the legal services performed on behalf of the Debtors relate to applications with the FCC and the thirty-two (32) states where the Debtors maintain a presence. By way of background, a telecommunications carrier must obtain certification by the FCC and the individual states where it maintains a presence, certifying that the carrier has the capability to provide reliable service to the public. When a certified carrier undergoes a change of control, issues new stock or undergoes a restructuring, the carrier must obtain new certification. In this

regard, Kelley Drye professionals prepared notices of the Debtors' transfer of control for fifteen (15) of the states where the Debtors maintain a presence. Additionally, Kelley Drye prepared extensive and detailed filings regarding the Debtors' restructuring as required by the FCC and seventeen (17) other states where the Debtors maintain a presence. The later jurisdictions mandate a protracted and time consuming process for recertification, necessitating extensive details regarding the restructuring, and public notice and hearing.

27. While Kelley Drye's fees for the first eleven (11) months in the Application Period were well below the Fee Cap, the fees during the months of April and May of 2003 exceeded the Fee Cap. This is because services in this category were front loaded into the months of April and May due to the time restraints within which Kelley Drye needed to operate in matters of obtaining proper certifications with the FCC and PUCs in anticipation of the Debtors' restructuring. Because the process of recertification may last up to four (4) months, services in this category could not be moderated over time to fit within the Fee Cap. To insure that the Debtors obtained timely recertifications within the anticipated restructuring schedule, services in this category had to be front loaded into the months of April and May.

28. Additionally, following Kelley Drye's completion of the work performed in preparation of the Debtors' recertification with the FCC and PUCs, the Debtors' restructuring plans changed substantially. This subsequent change necessitated Kelley Drye's immediate attention to the regulatory effects of such change, and another cycle of filings for new or amended certifications with the FCC and each of the thirty-two (32) state PUCs was required. As a result, the fees for the months of June and July of 2003 exceeded the Fee Cap as well.

29. Kelley Drye expended 639.90 hours of time for a charge of \$177,830.50 for services rendered with respect to the handling of matters relating to Federal and State Transfers.

E. *Interconnection Agreements*

30. Finally, Kelley Drye assisted the Debtors in obtaining interconnection agreements with other telecommunications carriers. This process involves analysis and resolution of highly technical regulatory rules. Kelley Drye professionals advised the Debtors in obtaining the most efficient and cost-effective agreements with other telecommunications carriers including the Bell companies.

31. Kelley Drye expended 234.80 hours of time for a charge of \$68,103.50 for services rendered in connection with the handling of matters related to Interconnection Agreements.

F. *Expenses*

32. Kelley Drye has incurred a total of \$13,594.32 in expenses in connection with its representation of the Debtors. A schedule of expenses is annexed hereto as Exhibit C and by-matter expense details are set forth within the invoices annexed hereto as Exhibit D.

33. Except as described below, Kelley Drye's expenses are reflected herein at actual cost. According to the Local Guidelines, outgoing facsimile transmission charges are limited to the lower of (a) toll charges or, if such charges cannot be determined, \$1.25 per page to United States destinations and \$2.50 per page to international destinations. No charges are reflected in this Application for incoming facsimile transmissions. Kelley Drye's charges for in-house duplicating is 20 cents per page, which is in compliance with the 20-cent-per-page limitation set forth in the Local Guidelines.

34. In accordance with the Local Guidelines, this Application includes the reasonable expenses of professionals and paraprofessionals required to work on these cases after 8:00 p.m., including taxi fares and meals. Attorneys at Kelley Drye have not incurred expenses for luxury

accommodations, deluxe meals or air travel. Throughout the Application Period, Kelley Drye has been acutely aware of cost considerations and has tried to minimize the expenses it incurs.

Applicable Legal Standard

35. Section 330(a)(1) of the Bankruptcy Code provides that a court may award a professional employed in the case under section 1103 of the Bankruptcy Code “reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses.” Section 330(a)(3) further provides guidelines for awarding such fees and expenses:

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

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3). Case law establishes additional factors to be considered in awarding fees, including the time and labor required, the novelty and difficulty of questions, the skill requisite to perform the legal services properly, the preclusion of other employment by the applicant due to acceptance of the current case, the customary fee, whether the fee is fixed or contingent, time limitations imposed by the client or other circumstances, the amount involved and results obtained, the experience, reputation and ability of the attorneys, the “undesirability” of the case,

and the nature and length of professional relationship. *See, e.g., In re First Colonial Corp. of America*, 544 F.2d 1291, 1298-99 (5th Cir. 1977); *In re Nine Assocs., Inc.*, 76 B.R. 943, 945 (S.D.N.Y. 1987).

36. Kelley Drye respectfully submits that the professional services rendered to the Debtors as Ordinary Course Regulatory Counsel were reasonable and necessary and to the benefit of the estate. These services required a high level of professional competence and expertise, and Kelley Drye believes that the services were performed efficiently and effectively. The hourly rates billed by Kelley Drye were customary for professional services rendered in other matters and were fair and reasonable.

37. Kelley Drye submits that the expenses incurred in representing the Debtors in telecommunications matters were customary and necessary.

Notice and Prior Applications

38. Copies of the Notice of Application and the Application have been served upon those parties on the Master Service List with an opportunity to receive a copy of Exhibit D to the Application upon request. A complete copy of the Application with Exhibit D has been served upon counsel to the Debtors, counsel to the official Committee of Unsecured Creditors, and the United States Trustee.

39. No prior application for the relief sought herein has been made to this or any other court.

Memorandum of Law

40. In accordance with the Ordinary Course Order, the Court waived the requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York for the filing of a separate memorandum of law.

Conclusion

WHEREFORE, Kelley Drye respectfully requests that the Court enter an order (a) awarding Kelley Drye (i) compensation for professional services rendered as Ordinary Course Regulatory Counsel in the amount of \$332,357.50 and (ii) reimbursement of expenses incurred in connection with rendering such services in the amount of \$13,594.32, for a total award of \$345,951.82; (b) authorizing and directing the Debtors to pay to Kelley Drye the outstanding unpaid amount of \$191,155.53 (\$186,966.78 fees and \$4,188.75 disbursements) for services rendered and expenses incurred in its role as Ordinary Course Regulatory Counsel; and (c) granting such other and further relief as the Court deems just and proper.

Dated: New York, New York
November 3, 2003

KELLEY DRYE & WARREN LLP

By: /s/ James S. Carr
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Ordinary Course Regulatory Counsel
For Metromedia Fiber Networks, Inc. et al.

EXHIBIT A

By-Timekeeper Summary of Hours Devoted and Compensation Sought

Name	Position and Year of Admission	Hourly Rate		Total Hours Billed	Total Compensation
		Effective 2002	Effective 2003		
AAMOTH, Robert J.	Partner/1982		\$440.00	.90	\$396.00
BOYLE, Joseph A.	Partner/1989		\$400.00	1.10	\$440.00
BRANTL, Winfred R.	Associate/1996		\$245.00	6.30	\$1,543.50
BUNTROCK, Ross A.	Associate/1995		\$300.00	13.80	\$4,140.00
CANIS, Jonathan E.	Partner/1983	\$425/435	\$440.00	89.70	\$39,333.00
CARROLL, Sheila	Legal Assistant/NA		\$140.00	3.70	\$518.00
CONWAY, Melissa	Associate/1997		\$280.00	206.60	\$57,848.00
EMMOTT, Erin	Associate/1999		\$240.00	96.20	\$23,088.00
FISHER, Danielle	Legal Assistant/NA		\$140.00	12.20	\$1,708.00
FREEDSON, Brett H.	Associate/2000		\$220.00	68.40	\$15,048.00
FREEMAN, James	Of Counsel/1966	\$400/\$420	\$430.00	12.70	\$5,308.00
GRIFFIN, Joan	Special Counsel/1980		\$340.00	183.5	\$62,390.00
HENDRICKSON, Heather	Associate/2002	\$170.00	200.00	66.40	\$13,055.00
HEINRICH, Jay	Associate/1999		\$320.00	1.90	\$608.00
JENKINS, Eric D.	Associate/1999		\$240.00	39.90	\$9,576.00
KLEIN, Andrew	Associate/1995		\$300.00	9.60	\$2,880.00
KONUICH, David	Associate/1994		\$295.00	3.70	\$1,091.50
LEVERETT, Nicholas	Associate/2000		\$220.00	15.80	\$3,476.00
MUTSCHELKNAUS, Brad	Partner/1980		\$455.00	8.80	\$4,004.00
PIRCHIO, Thomas	Legal Assistant/NA		\$110.00	.40	\$44.00
SCHIFERLI, Jay	Partner/1986		\$435.00	2.30	\$1,000.50
SIFERS, Randall	Associate/1997		\$280.00	97.40	\$27,272.00
SMITH, Denise	Law Clerk		\$115.00	56.40	\$6,486.00
SORIANO, Enrico	Special Counsel/1991		\$325.00	103.40	\$33,605.00
SANTALESIA, Richard	Summer Associate/NA		\$80.00	1.50	\$120.00
SWANSIGER, Erin	Associate/1995	\$285.00	\$300.00	6.80	\$2,020.50
TZOU, Rebecca	Associate/1992		\$320.00	.40	\$128.00
VAN LANDYT, Andre	Partner/1976		\$365.00	.20	\$73.00
YORKGITIS, Edward	Partner/1989	\$395.00	\$400.00	37.90	\$15,157.50
	TOTALS			1,147.90	\$332,357.50

EXHIBIT B

By-Matter Summary of Hours Devoted and Compensation Sought

Matter	Total Hours Devoted	Total Compensation
General Communications Advice	78.80	\$27,813.50
General Bankruptcy Matters	18.90	\$7,402.50
Franchise Transfers	178.50	\$51,207.50
Federal and State Transfers	636.90	\$177,830.50
Interconnection Agreements	234.80	\$68,103.50
Total	1,147.90	\$332,357.50

EXHIBIT C

By-Matter Summary of Disbursements

Disbursements	General Communications Advice	General Bankruptcy Matters	Franchise Transfers	Federal and State Transfers	Interconnection Agreements	TOTAL
Duplication/Outside Duplication	\$132.73	0	\$396.74	\$4,102.42	\$64.80	\$4,696.69
Telephone	\$57.79	\$5.75	\$128.61	\$269.00	\$12.26	\$473.41
Facsimile	0	0	\$19.00	\$63.00	0	\$82.00
Travel	0	0	\$330.00	\$12.00	0	\$342.00
Meals	0	0	\$22.39	0	0	\$22.39
Postage	\$2.43	0	\$100.12	\$60.01	0	\$162.56
Mail Courier	\$16.52	0	\$1,035.24	\$1,088.93	\$660.54	\$2,801.23
Document Services	0	0	0	\$3.00	\$0.65	\$3.65
Books/Research Matters	0	0	\$14.00	\$185.11	0	\$199.11
Computer Searches	0	0	0	\$49.93	\$63.50	\$113.43
Filing Fee	0	0	0	\$3,280.00	0	\$3,280.00
Professional Fees	\$619.85	0	0	\$720.00	0	\$1,339.85
Filing Services	0	0	0	\$78.00	0	\$78.00
TOTAL	\$829.32	\$5.75	\$2,046.10	\$9,911.40	\$801.75	\$13,594.32

EXHIBIT E

KELLEY DRYE & WARREN LLP

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

METROMEDIA FIBER NETWORK, INC.,
et al.,

Debtors.

Chapter 11

Case No. 02-22736 (ASH)

Jointly Administered

**CERTIFICATION REQUIRED BY THE AMENDED GUIDELINES FOR FEES
AND DISBURSEMENTS FOR PROFESSIONALS IN SOUTHERN
DISTRICT OF NEW YORK BANKRUPTCY CASES**

James S. Carr, an attorney admitted to practice before this court, certifies that:

1. I am a member of the law firm of Kelley Drye & Warren LLP (“Kelley Drye”), Ordinary Course Regulatory Counsel to Metromedia Fiber Networks, Inc. and its debtor subsidiaries (collectively, the “Debtors”), in the above-captioned chapter 11 cases, and make this certification in support of Kelley Drye’s First and Final Application for Compensation and Reimbursement as Ordinary Course Regulatory Counsel to the Debtors, for the Period Commencing on May 1, 2002 through and including September 7, 2003 (the “Application”).

2. This certification is made in accordance with the Administrative Orders, dated June 20, 1991 and April 14, 1995, respectively, which established the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “Guidelines”).

3. I have read the Application, and to the best of my knowledge, information and belief formed after reasonable inquiry, the Application complies with the Guidelines; to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Guidelines; and except to the extent that such fees or disbursements are prohibited by or exceed the rates permitted by the Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Kelley Drye and generally accepted by Kelley Drye’s clients.

4. In seeking reimbursement of necessary expenses, disbursements and other charges incurred and paid by Kelley Drye in connection with the performance of its legal services, Kelley Drye does not make a profit on such reimbursement; in seeking reimbursement for a particular expense, Kelley Drye does not include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment or capital outlay; and in seeking reimbursement for a service which Kelley Drye justifiably purchased or contracted for

from a third party, Kelley Drye requests reimbursement only for the amount billed to Kelley Drye by the third party vendor and paid by Kelley Drye to such vendor.

5. Kelley Drye maintains supporting documentation for each item for which reimbursement is sought, and such documentation is available for review on request of the Court or the United States Trustee.

6. In accordance with the Court's Order Authorizing Debtors to Employ Professionals Utilized in the Ordinary Course of Business, dated June 2, 2002, the appropriate parties have been provided, on or about 20 days after the end of each month, or as soon thereafter as was practicable, with invoices for the compensation and disbursements of Kelley Drye accrued during such month in the ordinary course up to the allowed fee cap of \$30,000.

7. No agreement or understanding in any form or guise has been made or exists between Kelley Drye and any other person for a division or sharing of compensation allowed or to be paid for services rendered in this case.

8. The Debtors and the United States Trustee have been provided with a copy of the Application and Exhibits thereto.

9. No division of compensation shall be made by Kelley Drye and no agreement prohibited by U.S.C. Title 18, Section 155, has been or will be made.

Dated: New York, New York
November 3, 2003

KELLEY DRYE & WARREN LLP

By: */s/ James S. Carr*
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