

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
 : **Chapter 11 Case No.**
WORLDCOM, INC., et al. : **02-13533 (AJG)**
 :
 : **(Jointly Administered)**
Debtors. :
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**ORDER GRANTING INTERIM AND FINAL
COMPENSATION AND REIMBURSEMENT OF EXPENSES
[REPLACING ORDER SIGNED ON DECEMBER 23, 2004
WITH CORRECTED EXHIBIT "A"]**

Upon consideration of (i) the Applications for Allowance of Interim Compensation and Reimbursement of Expenses for professional services rendered and expenses incurred during the period commencing April 1, 2003 through and including September 30, 2003; and (ii) the Applications for Allowance of Interim and Final Compensation and Reimbursement of Expenses for professional services rendered and expenses incurred during the period commencing October 1, 2003 through and including April 19, 2004; and the Reorganized Debtors and the Office of the United States Trustee having reviewed the Applications and the supporting documentation attached thereto; and having reviewed the recommendations and objections filed by the Office of the United States Trustee and the Reorganized Debtors as to the allowance of certain fees and expenses; and the amounts requested in certain of the Applications having been reduced, adjusted or deferred on account of issues or positions set forth in such recommendations; and it appearing that compensation has been authorized with respect to the Applications pursuant to the Court's order, dated August 13, 2002, authorizing the Debtors to pay 80% of fees billed and 100% of expenses to certain professionals; and good and sufficient notice having been given in accordance with the case management order of this Court,

dated December 23, 2002, and Federal Rules of Bankruptcy Procedure 2002(a)(6) and (c)(2); and based on the express representation of the Reorganized Debtors that no amounts will be paid in excess of the fees and expenses subject to approved budgets from the Corporate Monitor; and after due consideration and sufficient cause appearing therefore, it is hereby

ORDERED that final compensation is approved as set forth in Exhibit "A" attached hereto, and the Reorganized Debtors are directed and authorized to pay the "Total Fees Allowed" and "Total Expenses Allowed" (as set forth in Exhibit "A" annexed hereto) to the extent that such amounts have not already been paid pursuant to a prior order of this Court, or otherwise.

Dated: New York, New York
April 5, 2005

s/ Arthur J. Gonzalez
HONORABLE ARTHUR J. GONZALEZ,
UNITED STATES BANKRUPTCY JUDGE