

**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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**FIRST SUPPLEMENTAL
ORDER GRANTING INTERIM AND FINAL
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

On April 5, 2005, the Court entered the “Order Granting Interim and Final Compensation and Reimbursement of Expenses [Replacing Order Signed on December 23, 2004 with Corrected Exhibit “A”] (hereinafter “Final Fee Order”). This “First Supplemental Order Granting Interim and Final Compensation and Reimbursement of Expenses” along with the Second Supplemental Order Granting Interim and Final Compensation and Reimbursement of Expenses, the Third Supplemental Order Granting Interim and Final Compensation and Reimbursement of Expenses, and the Fourth Supplemental Order Granting Interim and Final Compensation and Reimbursement of Expenses address those firms and entities (hereinafter the “Professionals”) seeking interim and final compensation that were not included in Exhibit “A” to the Final Fee Order and certain other related matters regarding the reimbursement of fees and expenses in these consolidated cases.

The Reorganized Debtors and the affected Professionals represent as follows:

1. As disclosed in open Court during the hearing on January 25, 2005, PricewaterhouseCoopers (“PwC”) has agreed with the Corporate Monitor to reduce its total fees by \$262,326, and, pursuant to an agreement with the Reorganized Debtors and the Corporate Monitor, in

January 2005, PwC deducted \$262,326 from an invoice to the Reorganized Debtors for services provided post-effective date. As a result, the amount awarded in the supplemental orders do not incorporate the agreed reduction, which as already been paid to the Reorganized Debtor.

2. Based on an agreement among the U.S. Trustee, Weil, Gotshal & Manges, LLP (“WG&M”) and the Reorganized Debtors, WG&M secured a corporate attorney to the Reorganized Debtors for a period of time after the confirmation of the plan of reorganization. The invoice for those services in the amount of \$56,900 is not included in the amounts on Exhibit “A” to the supplemental orders and will be paid separately by the Reorganized Debtors.

3. The Reorganized Debtors agree that Patton Boggs LLP is entitled to any holdbacks still outstanding from the prior fee applications, specifically \$11,855.70 from the first interim period.

4. Harrity & Snyder, LLP (#12091) and Ditthavong & Carlson, PC (#12090) both filed fee applications. Neither firm was required to file an application and their requests are not included in the amounts on Exhibit “A” but instead will be paid separately by the Reorganized Debtors.

5. The Sixth Interim and Final Application of Hilco Real Estate, LLC, Hilco Industrial, LLC, New America Network, Inc. and Nodecom, Inc., Joint Venture Partners (the “Joint Venture” or “Hilco”) as Real Estate Consultants for the Debtors (“the Hilco Final Fee Application”) requested final fees and expenses in the aggregate amount of \$12,876,418. The Reorganized Debtors and the Joint Venture, however, have determined that the amount requested in the Hilco Final Fee Application did not account for commissions paid to Hilco Industrial, LLC in the amount of \$424,142 and therefore, the Reorganized Debtors and the Joint Venture agree and stipulate that Hilco Final Fee Application should have requested final fees and expenses of in the aggregate amount of \$13,330,560. Hilco has agreed to reduce the aggregate amount of fees and expenses requested to \$13,190,788, resulting in the Reorganized Debtors paying to the Joint Venture the additional amount of \$162,867 in full and complete satisfaction of all amounts due and owing from the Reorganized Debtors to Hilco during the period covered by the Hilco Final Fee Application.

Based on the foregoing representations and 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 (herein after collectively “Applications”) for professional services rendered and expenses incurred during the period commencing October 1, 2003 through and including April 19, 2004; and the Debtors and the Office of the United States Trustee (1) having reviewed the Applications and the supporting documentation attached thereto, (2) and having made recommendations as to the allowance of certain fees and expenses; and the amounts requested in certain of the Applications having been reduced or adjusted 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 hearings having been held with respect to the applications listed on Exhibit “A” to the supplemental orders on multiple dates including December 21, 2004, January 25, 2005 and March 21, 2005; and after due consideration and sufficient cause appearing therefore, it is hereby

ORDERED that to the extent not previously approved, the Reorganized Debtors are authorized and directed to pay Patton Boggs LLP the amount of \$11,855.70. It is further

ORDERED that final compensation is approved as set forth in Exhibit "A" attached hereto (and to the other supplemental orders), 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 15, 2005

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