

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

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In re :
 :
WORLDCOM, INC., et al., : **Chapter 11 Case No.**
 : **02-13533 (AJG)**
 :
 : **(Jointly Administered)**
Debtors. :
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**THIRD 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 “Third Supplemental Order Granting Interim and Final Compensation and Reimbursement of Expenses” along with the First Supplemental Order Granting Interim and Final Compensation and Reimbursement of Expenses, the Second 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 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.

Based on the representations contained in the First Supplemental Order Granting Interim and Final Compensation and Reimbursement of Expenses 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 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