

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

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In re: :  
: Chapter 11  
FLAG TELECOM HOLDINGS LIMITED, : Case No. 02-11732 through  
FLAG LIMITED, : 2-11736 and 02-11975 through  
FLAG ATLANTIC LIMITED, : 02-11979 (ALG)  
FLAG ATLANTIC HOLDINGS LIMITED, : (Jointly Administered)  
FLAG PACIFIC USA LIMITED, :  
FLAG TELECOM GROUP SERVICES LIMITED, :  
FLAG TELECOM LIMITED, :  
FLAG TELECOM USA LTD., :  
FLAG ASIA LIMITED, and :  
FLAG ATLANTIC USA LIMITED, :  
: Debtors. :  
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**FIRST AND FINAL APPLICATION OF INNISFREE M&A INCORPORATED,  
VOTING AGENT TO THE DEBTORS, FOR ALLOWANCE OF COMPENSATION  
AND FOR REIMBURSEMENT OF EXPENSES**

Pursuant to Sections 327, 328 and 330 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the firm of Innisfree M&A Incorporated (“Innisfree”) hereby moves this Court for an order awarding it reasonable compensation for services rendered as noticing, balloting and tabulation agent (“Voting Agent”) on behalf of the above-captioned Debtors in connection with this case in the amount of \$49, 268.60, together with reimbursement for actual and necessary expenses incurred in the amount of \$14, 912.05 for the period commencing June 24, 2002 through and including October 9, 2002. In support of this application (the “Application”), Innisfree respectfully represents as follows:

1. Innisfree was employed as Voting Agent in connection with the vote on the Debtors’ Plan of Reorganization (and the Bermuda Scheme), pursuant to an order entered by this Court on July 9, 2002 (the “Retention Order”). The Retention Order authorized Innisfree, as of June 24, 2002, to be compensated on the basis of fees and hourly rates and to be reimbursed for actual and necessary out-of-pocket expenses, as described in the Debtors’ Application For Order Under Sections 327(a) and 328(a) of

the Bankruptcy Code Approving the Retention of Innisfree M&A Incorporated, as Special Noticing, Balloting and Tabulating Agent, *Nunc Pro Tunc* To June 24, 2002 (the “Retention Application”), of FLAG Telecom Holdings Limited (“FTHL”), and its affiliated debtors in possession (collectively, the “Debtors”).

2. This Application covers the period of June 24, 2002 through and including October 9, 2002, the Effective Date of the Debtors Plan of Reorganization.

3. In accordance with Rule 2016 of the Federal Rules of Bankruptcy Procedure, Innisfree hereby states that (i) all professional services for which compensation is requested by Innisfree were performed by Innisfree for or on behalf of the Debtors, (ii) no advances or payments have been heretofore made to Innisfree for services rendered in connection with these cases, and (iii) Innisfree has not agreed to share with any other entity any compensation to be received by Innisfree in connection with these cases. As described in the Affidavit of Jane Sullivan in Connection with the First and Final Application of Innisfree M&A Incorporated, Voting Agent for the Debtors, for Allowance of Compensation and Reimbursement of Expenses, attached as Exhibit “A” hereto (the “Sullivan Affidavit”), Innisfree has received no payment to date, and has not been promised any payment, for services rendered in connection with these chapter 11 cases.

4. In accordance with the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “Guidelines”), attached as Exhibit “B” is a second affidavit of Jane Sullivan pursuant to the Guidelines.

5. The fees and hourly rates charged by Innisfree reflect the standard hourly rates of Innisfree in similar situations.

### **The Chapter 11 Cases**

6. On April 12, 2002, FTHL, FLAG Limited, FLAG Pacific USA Limited, FLAG Atlantic Holdings Limited and FLAG Atlantic Limited filed voluntary petitions for relief under the Bankruptcy Code. On April 23, 2002, FLAG Telecom Group Services Limited, FLAG Telecom Limited, FLAG Telecom USA Ltd., FLAG Asia Limited and FLAG Atlantic USA Limited filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (and collectively each such date may be referred to as a

“Petition Date”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors were authorized to operate their business and manage their properties as debtors in possession. Pursuant to the Federal Rules of Bankruptcy Procedure, all of the Debtors' chapter 11 cases are jointly administered.

7. The filing of these chapter 11 cases resulted from the agreement of the Debtors to restructure their obligations under certain FLAG Limited 8 ¼ % Senior Notes, FLAG Telecom 11 5/8% Senior Notes and FLAG Telecom Holdings Limited Common Stock (the “Debt Securities”) pursuant to a chapter 11 plan of reorganization and Schemes of Arrangement Under Bermuda Law (the “Scheme”). On the Petition Date, the Debtors’ filed a proposed Joint Plan of Reorganization that reflected that agreement (as amended, the “Plan”), and the Debtors then proceeded expeditiously towards confirmation of the Plan and approval of the Scheme. By order dated August 8, 2002, the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) approved the Debtors’ Third Amended And Restated Disclosure Statement With Respect To Third Amended And Restated Joint Plan of Reorganization of Debtors Under Chapter 11 of The Bankruptcy Code (the “Disclosure Statement”), and scheduled a hearing to consider confirmation of the plan for September 26, 2002. The Bankruptcy Court signed the order confirming the plan on September 26, 2002. The effective date of the Plan occurred on October 9, 2002.

### **Innisfree’s Role in these Cases**

8. As Voting Agent, Innisfree provided services to the Debtors encompassing the following general areas of duty, which related specifically to the public securities issued by the Debtors:

- (1) Provided advice to the Debtors and its counsel regarding all aspects of the plan vote, specifically in regard to the Debtors’ 8 ¼ % Senior Notes and 11 5/8% Senior Notes, and Common Stock (which was not entitled to vote), including timing issues, voting and tabulation procedures, and the review and development of documents needed for the vote and solicitation;
- (2) Worked with the Debtors to obtain appropriate records for all note holders, stockholders and other interested parties;
- (3) Transmitted both voting and non-voting documents to holders of the Debtors’ 8¼ % Senior Notes, 11 5/8% Senior Notes, and Common Stock, including both registered record holders and beneficial owners in “Street” name, and other interested parties;

- (4) Responded to telephone inquiries with regard to the voting procedures and document requests;
- (5) Coordinated with the nominee banks and brokerage firms holding the Debtors' 8 1/4 % Senior Notes, 11 5/8% Senior Notes and Common Stock for beneficial owners through The Depository Trust Company's "Cede & Co." nominee ("Participants"), so that Participants could cast votes on behalf of the beneficial owners;
- (6) Tabulated all ballots and master ballots received prior to the voting deadline; prepared the vote certification for filing with the court; and
- (7) Undertook other such duties or mailings as requested by the Debtors and its counsel.

### **Division of Responsibilities**

9. By the order of this Court dated May 29, 2002, the Debtors previously retained Poorman-Douglas Corporation ("Poorman") as claims agent of the Bankruptcy Court in these jointly administered cases. Poorman's responsibilities pertained to general noticing and claims administration, and, as such, did not overlap with the special noticing, balloting and tabulating services with respect to the Security Holders provided by Innisfree. Innisfree worked closely with the Debtors' counsel to be sure that there was no overlapping of any duties.

### **Experience and Qualifications of Professionals**

10. Of the consulting hours charged by Innisfree, the vast majority were incurred by Jane Sullivan and David Hartie.

11. Jane Sullivan joined Innisfree as a Director in February 2000, and heads the firm's Bankruptcy Specialty Practice. Ms. Sullivan is a specialist in transaction-based solicitation assignments with a concentration in bankruptcy solicitations. She began her proxy career at Georgeson & Company Inc. as an assistant vice president and proxy account executive. From 1985 through 1997, she was with Hill and Knowlton, and was Director of that firm's proxy solicitation group. Ms. Sullivan continued her specialization in bankruptcy solicitations during her tenure at The Altman Group, from 1997 through 1999. Ms. Sullivan has worked on over fifty-five prepackaged and traditional bankruptcy solicitations, including America West Airlines, Barney's, Chiquita Brands, Eagle-Picher Industries, Federated Department Stores, First RepublicBank, Fruit of the Loom, H.C.I. Corporation, MCorp, McLeod USA, Resorts International, Sun Healthcare, and Zale Corporation.

12. David Hartie joined Innisfree in January 2001 as an account executive and is currently a Director in the Bankruptcy Specialty Practice. Prior to joining Innisfree, Mr. Hartie was a vice president with Georgeson Shareholder Communications, where he administered shareholder meeting solicitations and distributions for over 200 U.S. companies and over 250 ADR issues. Before that he was a key member of Hill and Knowlton's bankruptcy group. Mr. Hartie has provided advice and assistance in over thirty bankruptcy cases, including, among others, Ames Department Stores, Fairfield Communities, Great American Communications, NACO Finance Corporation, and UDC Homes.

### **Summary of Services Rendered**

13. As noted above, Innisfree provided services to the Debtors encompassing the following general areas of duty:

- (1) Provided extensive advice and consultation with the Debtors and its legal counsel with respect to voting documents and other issues, specifically with respect to holders of the Debtors' 8 ¼ % Senior Notes, 11 5/8% Senior Notes and Common Stock, all aspects of the Plan vote, the review and development of documents and drafts;
- (2) Worked with the Debtors and the claims agent prior to all mailings to obtain appropriate records for all note holders, stock holders and other interested parties;
- (3) Transmitted documents, and both voting and non-voting documents to holders of the Debtors' 8 ¼ % Senior Notes, 11 5/8% Senior Notes and Common Stock, including both registered record holders and beneficial owners in "Street" name, and other interested parties;
- (4) Responded to telephone inquiries with regard to the voting procedures and document requests;
- (5) Coordinated with the nominee banks and brokerage firms holding the Debtors' 8 ¼ Senior Notes, 11 5/8% Senior Notes and Common Stock for beneficial owners through The Depository Trust Company's "Cede & Co." nominee ("Participants"), so that firms could cast votes on behalf of the beneficial owners;
- (6) Tabulated all ballots and master ballots received prior to the voting deadline, worked with the Debtors legal counsel in the preparation of the voting certification for filing with the court; and
- (7) Attended the Plan Confirmation Hearing, as requested by the Debtors and its counsel.

14. As outlined in the Retention Application, Innisfree was retained on the basis of flat fees for certain aspects of the project, set hourly charges for other aspects, and standard billing rates for any consulting time, as follows:

<u>Project Fee:</u>	Project Fees of \$19,500 (\$10,000, plus \$2,000 for each public security, i.e., each Cusip number or ISIN number entitled to vote on the Plan, and \$1,500 for each public security not entitled to vote on the Plan but entitled to receive notice. These fees covered the coordination with all brokerage firms, banks, institutions and other interested parties, including the distribution of voting materials. One distribution of materials was directed to the firms' proxy departments, with no extensions of the voting deadline.
<u>Solicitation Mailing:</u>	
Street Name Holders:	Included in project fee.
Record Holders (Common Stock):	\$0.65 per package
<u>Notice Mailing:</u>	
Street Name Holders:	\$3,000
Record Holders:	\$0.50 - \$0.65 per package.
<u>Calls from bondholders:</u>	A minimum charge of \$2,000 to take up to 250 telephone calls from Security Holders within a 30-day solicitation period. Any additional calls received within this period were to be charged at \$8.00 per call.
<u>Ballot tabulation:</u>	\$100 per hour for the tabulation of ballots and master ballots, plus set up charges of \$1,000 for each tabulation element (e.g., each cusip or ISIN). Standard hourly rates (as enumerated below) apply for any time spent by senior executives reviewing and certifying the tabulation and dealing with special issues that developed during the tabulation period.
<u>General consulting services:</u>	Consulting services by Innisfree comprised the following duties: the review and development of materials, including the disclosure statement, plan, ballots, and master ballots; participation in telephone conferences, strategy meetings or the development of strategy relative to the project; efforts related to special balloting procedures, including issues developed during the balloting or tabulation process; computer programming or

other project-related data processing services; attendance at the Confirmation Court Hearing; and the preparation of affidavits, certifications, this fee application, invoices, and reports.

Hourly Fees for General Consulting Services:

Co-Chairman:	\$375 per hour
Managing Director:	\$350 per hour
Practice Director:	\$275 per hour
Director:	\$250 per hour
Account Executive:	\$225 per hour
Staff Assistant:	\$150 per hour

<u>Out-of-Pocket Expenses:</u>	All out-of-pocket expenses relating to any work undertaken by Innisfree was charged separately, and included such items as travel costs, postage, messengers and couriers, etc., expenses incurred by Innisfree in obtaining or converting depository participant, creditor, shareholder and/or lists of Non-Objecting Beneficial Owners (“NOBO”); and appropriate charges for supplies, in-house photocopying, telephone usage, etc.
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15. Project Fee. Innisfree’s project fee for a single Plan solicitation mailing was \$10,000 plus \$2,000 for each public security (i.e., each Cusip number or ISIN number) entitled to vote on the Plan, and \$1,500 for each public security not entitled to vote on the Plan but entitled to receive notice, for a total of \$19,500. This fee includes all of Innisfree’s work in connection with the distribution process for holders of Notes and Common Stock in Street name, including contact with banks, brokerage firms, agents, and European depositories; determining the number of beneficial owners of notes; distributing materials to the appropriate banks, brokers, agents and European depositories; conducting a separate distribution of master ballots to the appropriate parties; working through voting issues with regard to ballots and master ballots with the firms; and receiving the ballots and master ballots and master ballots for tabulation.

16. Solicitation Mailing to Registered Holders and Interested Parties. Innisfree completed the mailing of non-voting packages to the registered holders of common stock. Innisfree is seeking fees in the total of \$82.55 for the mailing of the 127 non-voting packages, (at \$0.65 per package).

17. Notice Mailings. Innisfree completed two notice mailings on behalf of the Debtors. Pursuant to the Application to Employ Innisfree, Innisfree seeks fees in the amount of \$3,000 for each notice mailing to the “Street”, for a total of \$6,000; and \$153.55 for the mailings to registered holders and parties in interest (at \$0.65 per package for the first mailing consisting of two notices mailed together to 119 parties, and \$0.60 per package for the Confirmation Notice mailing to 127 parties), for a grand total of \$6,153.55 for the notice mailings. Innisfree’s customary fee for notice mailings for “Street” name holders is \$3,500, but it was lowered in the Debtors’ case because the number of holders was relatively small.
18. Calls from Security Holders. This fee covered the receipt of telephone calls from interested parties and from holders of notes and/or common stock with regard to the Plan documents and balloting procedures. Pursuant to the Retention Application, Innisfree is seeking a total fee of \$2,000.
19. Ballot Tabulation. Included 11.2 hours of ballot tabulation (charged at \$100 per hour) for the Plan vote and Bermuda Scheme plus set up charges of \$4,000 (charged at \$1,000 for set up of each tabulation element, e.g., each cusip or ISIN). Innisfree is seeking fees of \$5,120 for ballot tabulation.
20. General Consulting Services. A schedule setting forth the name of each professional who charged for consulting services in these chapter 11 cases, together with a detailed description and record of the services rendered by such professional, and the amount of time spent on each activity by such individual in rendering services to or on behalf of the Debtors, is attached hereto as Exhibit “D.” The table below summarizes the activity and related fees in each of the areas in which Innisfree provided general consulting services. Following the table are paragraphs describing in more detail the consulting activities in the five areas where the principal portions of Innisfree’s general consulting services were performed.



<b>Project Code</b>	<b>Description of General Consulting Activity Code</b>	<b>Total Hours</b>	<b>Total Fees</b>
<b>C</b>	Consultation Issues: Consultation with the Debtors or its counsel by telephone, e-mail or in person.	11.3	\$3107.50
<b>D&amp;R</b>	Drafting and Reviewing Documents: Document drafting or review.	20.6	\$5,665.00
<b>S</b>	Activities relating to the “Street”: Special duties relating to banks and brokerage firms.	9.6	\$2,417.50
<b>P</b>	Production Issues: Tasks relating to the production or mailing of materials.	5.9	\$1,622.50
<b>V</b>	Voting Issues: Activities relating to the voting and tabulation process.	9.5	\$2,500.00
<b>T</b>	Travel Issues: Including attendance at the Debtors’ Plan Confirmation Hearing.	4.0	\$1,100.00
	<b>TOTALS</b>	<b>60.9 Total Hours</b>	<b>Total \$16,412.50</b>

21. C – Consultation with the Debtors and its counsel. Including consultation with the Debtors and its counsel, Gibson, Dunn and Crutcher, by telephone, email or in person. Subjects included special balloting procedures needed for beneficial owners of the Debtors’ 8 ¼ % Senior Notes and 11 5/8% Senior Notes holding in “Street” name through brokerage firms and banks; discussions concerning the different documents involved in the solicitation effort; the status of the solicitation effort; special tabulation and voting issues, including any issues relating to European securities; and issues relating to the Bermuda Scheme vote and any special documents needed.

22. D&R – Drafting and reviewing documents. Including the review of documents generated by the Debtors or its counsel, such as the disclosure statement, ballots, orders, notices, and other documents; as well as the drafting of documents by Innisfree for review by counsel, such as certificates of

service, distribution instruction letters, draft letters for use by the Debtors to request data, and the vote certification.

23. S – Activities relating to the “Street”. Special activities relating to the banks and brokerage firms holding the Debtors’ 8 ¼ % Senior Notes, 11 5/8% Senior Notes and Common Stock; coordination with ADP Proxy Services concerning special billing issues; the oversight of the master ballot distribution; and including calls from banks and brokerage firms that required special handling.

24. P – Production Issues. Including tasks relating to the production of materials, including coordination with the Debtors’ printer, the Debtors, and Debtors’ legal counsel, regarding materials needed for the solicitation, as well as print production and delivery issues.

25. V – Voting Issues. Activities relating to the voting process, such as sessions to train Innisfree’s telephone service team; oversight of the tabulation process, including cures; and the vote audit.

26. T – Travel Issues. Activities related to Jane Sullivan’s attendance at the hearing to consider Debtors’ joint plan of reorganization.

27. In addition to the consulting hours as enumerated above, Innisfree charged for 11.2 hours tabulation hours at \$100 per hour, as provided in the Retention Application to Employ Innisfree. The 11.2 tabulation hours and the 60.9 general consulting hours detailed above were the only fees charged by Innisfree on an hourly basis.

### **Expenses**

28. Innisfree incurred expenses on the Debtors’ behalf during these cases in the amount of \$14,912.05. This total for expenses is broken down into categories of charges, and a complete review of the expenses incurred on the Debtors’ behalf during the pendency of these cases is set forth in Exhibit “C” hereto.

29. All expenses for which reimbursement is sought were incurred in rendering professional services to the Debtors. The vast majority of the expenses incurred on behalf of the Debtors fall into two categories: (i) printing completed on behalf of the Debtors, and (ii) charges relating to the delivery and mailing of materials to stockholders, bondholders and other creditors, including: courier charges to

distribute materials to banks and brokers not located in the immediate vicinity of Innisfree's warehouse; trucking charges to deliver material to the post office and firms located in the vicinity of Innisfree's warehouse; and postage expenses to send packages by First Class Mail to equity holders.

### **Valuation of Services**

30. Innisfree provided 60.9 hours of general consulting services. The value of such services, at Innisfree's customary billing rates is \$16,412.50 which yields an average hourly rate of \$269.00.

### **Standards Applicable to Allowance of Fees**

31. The Debtors applied to retain Innisfree pursuant to its customary compensation and reimbursement policies under Sections 327 and 328 of the Bankruptcy Code, and obtained the approval of this Court to do so. Accordingly, Section 330 of the Bankruptcy Code provides the appropriate standard for awarding compensation and reimbursement of expenses. That section provides that the Court may award to a professional person employed under Section 327:

(A) reasonable compensation for actual, necessary services rendered by the ...[attorney and by any paraprofessional] person employed by any such person; and

(B) reimbursement for actual, necessary expenses.

11 U.S.C. §330(a)(1). Section 330 provides further that:

[i]n determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the 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 services 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). An examination of each of such factors supports the award of fees and expenses requested by Innisfree.

32. Time spent by Innisfree. Innisfree expended considerable effort on behalf of the Debtors during the Applicable Period. The total time spent by Innisfree from June 24, 2002 through and including October 9, 2002 on general consulting for the Debtors was 60.9 total hours as enumerated above. The hours spent by Innisfree were charged at Innisfree's standard hourly billing rates, totaling \$16,412.50. Exhibit "D" details the nature and extent of the general consulting services rendered by Innisfree for and on behalf of the Debtors. All of the time spent on general consulting services was necessary and appropriate for the services provided to the Debtors in this case. Innisfree has provided services of high quality while at the same time striving to work as efficiently as possible. Innisfree provided valuable advice to the Debtors and its counsel with regard to the solicitation and tailored its recommendations to the specifics of this case. The experience and expertise of Innisfree's professionals have facilitated and expedited the successful results achieved in the Plan solicitation without the extra time and expense, and the potential error, that could have otherwise resulted had a less experienced firm handled these matters. The professional who performed the vast majority of the general consulting services needed in this case was Jane Sullivan, a director of Innisfree with over 19 years of proxy solicitation experience, who has specialized for over 10 years in bankruptcy solicitations involving publicly traded securities.

33. Rates Charged for Innisfree's Services. The rates charged to the Debtors by Innisfree are the same rates charged by Innisfree in other similar situations, which Innisfree believes are standard in the industry.

34. Necessity and Benefits of Services Rendered by Innisfree. Innisfree provided ongoing advice to the Debtors and their counsel, and assisted in shaping balloting procedures and materials that would facilitate the Debtors' solicitation of Plan votes. The results of Innisfree's work are tangibly evident in the successful outcome of the Plan solicitation. Innisfree conducted its work within stringent time frames that were dictated by external factors, and performed its work diligently and at the level necessitated by the applicable schedule. The solicitation process was extremely smooth, and, while it is

not possible to quantify the results in terms of any savings to the Debtor, the solicitation was conducted extremely efficiently within the necessary time frames.

35. Time Required for Innisfree to Complete Tasks. Many of Innisfree's tasks were undertaken on a flat fee basis. However, general consulting services and tabulation services were charged on an hourly basis. Innisfree worked as efficiently as possible, and believes the time expended on the hourly tasks was extremely reasonable in light of the value provided to the Debtors for such services.

36. Comparison of Innisfree's Compensation to That Charged by Comparable Skilled Practitioners Outside Chapter 11. Innisfree is a highly experienced proxy solicitation firm, with a specialty practice in bankruptcy solicitations. Each of the professionals who performed services for the Debtor possesses a reputation for skill, quality, integrity and ability. Innisfree's professionals have represented numerous debtors in bankruptcy solicitations of all sizes, including some of the largest and most sophisticated bankruptcy cases. Innisfree's Bankruptcy Specialty Practice is in demand for assistance in bankruptcy cases throughout the United States. Innisfree believes its charges, including the hourly rates for general consulting services, are comparable to the usual and customary charges of other professionals with similar degrees of skill and expertise to those involved in this case

#### **Innisfree's Fee Structure**

37. Innisfree's fee structure is designed to be fair to both the Debtors and to Innisfree. While it is possible to quantify the probable amount of work needed in certain areas at the beginning of the case, certain other aspects vary widely from case to case. The set fees that Innisfree charges for the mailing to the Street, for example, covers the work performed by Innisfree's back office team in coordination with the banks and brokerage firms holding a client's securities, as well as the work undertaken by Innisfree's warehouse in the fulfillment of those requests.

**REQUEST FOR PAYMENT OF FEES AND  
REIMBURSEMENT OF EXPENSES**

Innisfree has not yet received any payment for fees and expenses incurred during the pendency of these cases.

WHEREFORE, Innisfree respectfully requests that this Court enter an order:

- (i) authorizing final allowance to be made in the sum of \$49,268.60 as compensation for necessary professional services rendered to the Debtors during the pendency of these cases, and the sum of \$14,912.05 for reimbursement of necessary costs and expenses incurred during these chapter 11 cases;
- (ii) directing the Debtors to pay the sum of the amounts awarded as compensation and reimbursement of expenses to Innisfree; and
- (iii) granting such other and further relief as it may deem just and proper.

Dated: New York, New York  
November 11, 2002

Respectfully submitted,

INNISFREE M&A INCORPORATED

By: /s/Jane Sullivan  
Jane Sullivan

Jane Sullivan  
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Voting Agent for the Debtors