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March 24, 2003

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Global Crossing Ltd., et al., IB Docket No. 02-286

Dear Madam Secretary:

Supplementing my letter to you of March 18, 2003, additional information has become public concerning the viability of the current transfer application before the Bureau.

Global Crossing's bankruptcy attorneys have filed a motion with the bankruptcy court for the Southern District of New York to further extend the period in which no one but they can file a Chapter 11 plan of reorganization from March 31 to May 15 (with the

termination of the exclusive period in which they may solicit acceptances following sixty days thereafter).

In support of the motion they allege in paragraph 21 that they have received all of the state and foreign regulatory approvals. "The Debtors' applications to the Federal Communications Commission are pending[,] and the Debtors anticipate receiving the requisite approvals in the near future. The Debtors are working diligently with their advisors to obtain CFIUS approval of the Purchase Agreement. The CFIUS review process is ongoing and will extend beyond the current March 31, 2003[,] extension of the Exclusive Filing Period."

Continuing, they say in paragraph 22: "In the event that any of the regulatory bodies do not approve the Purchase Agreement and/or the financial tests are not met requiring the Debtors to abandon the Plan, the Debtors seeks an opportunity to propose and solicit a new plan of reorganization without competing plans."

Meanwhile, the Debtors have obtained a bridge order, dated March 20, 2003, extending ex parte the existing March 31st date to the court's action on the new motion for extension, which will not be heard until April 21st.

Copies of the motion and the order are enclosed.

Respectfully submitted,
AMERICAN COMMUNICATIONS NETWORK, INC.

by 
William Malone
Gerard Lavery Lederer
James R. Hobson

Its Attorneys

Attachments

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Debtors In Possession

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

-----X
In re :
 : **Chapter 11 Case No.**
 :
GLOBAL CROSSING LTD., et al., : **02- 40188 (REG)**
 :
 : **Debtors.** : **(Jointly Administered)**
 :
-----X

**NOTICE OF DEBTORS' MOTION PURSUANT
TO SECTION 1121(d) OF THE BANKRUPTCY CODE TO EXTEND
EXCLUSIVE PERIODS DURING WHICH DEBTORS MAY
FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THEREOF**

PLEASE TAKE NOTICE that a hearing will be held upon the annexed motion, dated March 20, 2003 (the "Motion"), of Global Crossing Ltd. and certain of its debtor subsidiaries, as debtors in possession (the "Debtors"), pursuant to section 1121(d) of title 11 of the United States Code (the "Bankruptcy Code") to extend the exclusive periods during which the Debtors may file a chapter 11 plan and solicit acceptances thereof before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York, on April 21, 2003 at 9:45 a.m. Eastern Time.

PLEASE TAKE FURTHER NOTICE that any response to the Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court electronically in accordance with General Order M-182 (General Order M-182 and the User's Manual for the Electronic Case Filing System can be found at <http://www.nysb.uscourts.gov>, the official website for the Bankruptcy Court), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), Wordperfect or any other Windows-based word processing format (with a hard-copy delivered directly to Chambers), and shall be served in accordance with General Order M-182, upon (i) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Paul M. Basta), (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st floor, New York, New York 10004 (Attn: Mary E. Tom), (iii) Milbank, Tweed, Hadley & McCloy, 1 Chase Manhattan Plaza, New York, New York 10005, the attorneys for the Debtors' prepetition lenders (Attn: Allan S. Brilliant), (iv) Shearman and Sterling, 599 Lexington Avenue, New York, New York 10022, attorneys for the Joint Provisional Liquidators appointed by the Supreme Court of Bermuda in respect of certain of the Debtors herein (Attn: James L. Garrity, Jr.), (v) Brown Rudnick Berlack Israels LLP, 120 West 45th Street, New York, New York 10036, attorneys for the statutory committee of unsecured creditors (Attn: Edward S. Weisfelner), and (vi) those parties entitled to notice pursuant to this Court's order dated

January 28, 2002, establishing notice procedures in these the above-captioned cases, so as to be received no later than April 14, 2003 at 4:00 p.m.

Dated: March 20, 2003
New York, New York

/s/ Paul M. Basta
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re :
: Chapter 11 Case No.
:
GLOBAL CROSSING LTD., et al., : 02-40188 (REG)
:
Debtors. : (Jointly Administered)
:
-----X

**MOTION PURSUANT TO SECTION 1121(d) OF THE
BANKRUPTCY CODE TO EXTEND THE EXCLUSIVE
PERIODS DURING WHICH DEBTORS MAY FILE A
CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THEREOF**

TO THE HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE:

Global Crossing Ltd. ("GCL") and its debtor subsidiaries, as debtors and
debtors in possession (collectively, "Global Crossing" or the "Debtors") respectfully
represent:

Preliminary Statement

1. From the commencement of the ir chapter 11 cases and by operation of
section 1121 of title 11 of the United States Code (the "Bankruptcy Code"), the Debtors have

maintained an exclusive right to file a chapter 11 plan of reorganization (the “Exclusive Filing Period”) and an exclusive right to solicit acceptances of such plan (the “Exclusive Solicitation Period,” and together with the Exclusive Filing Period, the “Exclusive Periods”).

2. The Debtors have previously filed three motions to extend the Exclusive Periods, and upon filing the most recent motion, dated January 8, 2003 (the “Third Exclusivity Motion”), the Court, on January 27, 2003, entered an order granting the extension sought therein (the “Third Exclusivity Order”). Pursuant to the Third Exclusivity Order, the Exclusive Filing Period was extended to the earlier of (i) March 31, 2003, or (ii) in the event the Purchase Agreement (defined below) is terminated in accordance with its terms by any of the parties thereto, two (2) weeks from the date of such termination. In addition, the Court extended the Exclusive Solicitation Period of their plan of reorganization (the “Exclusive Solicitation Period”) until sixty (60) days after the Exclusive Filing Period.

3. Prior to the approval of the Third Exclusivity Order, on December 26, 2002, the Court entered an order confirming the Debtors’ Joint Plan of Reorganization, dated September 16, 2002 (as amended, the “Plan”). Prior to the confirmation of the Plan, on August 9, 2002, the Debtors entered into that certain purchase agreement, (the “Purchase Agreement”) with Hutchison Telecommunications Limited (“Hutchison”) and Singapore Technologies Telemedia Pte (together with Hutchison, the “Investors”). The Purchase Agreement forms the basis of the Plan, which is contingent on the occurrence of the “closing” described in the Purchase Agreement (the “Closing”). Under the Purchase Agreement, upon the Closing, the Investors will purchase their interests in the Debtors (the “Transaction”).

4. The Transaction is contingent on the occurrence of several events (the “Closing Conditions”). Most importantly, the Debtors must (i) satisfy certain financial tests, exit cost requirements, and other administrative obligations specified in the Purchase Agreement and (ii) obtain approvals of the Transaction from various federal and state governmental authorities. As more fully described herein, the Debtors have already satisfied most, if not all, of the financial covenants, exit cost requirements, and other administrative obligations under the Purchase Agreement. Additionally, the Debtors have received the consent of nearly all of the necessary governmental authorities and are currently working to obtain the remaining outstanding regulatory approvals.

5. By this Motion, the Debtors seek to extend the Exclusive Filing Period to allow sufficient time to complete the Closing Conditions in order to protect their respective estates and consummate the Plan. The Debtors request an extension of the Exclusive Filing Period to the earlier of (i) May 15, 2003, or (ii) in the event the Purchase Agreement is terminated in accordance with its terms by any of the parties thereto, two (2) weeks from the date of such termination. The Debtors also request an extension of the Exclusive Solicitation Period until sixty (60) days after the Extended Exclusive Filing Period. These extensions will provide the Debtors with sufficient time to obtain the necessary approvals or, in the alternative, if necessary, to formulate and file a new plan of reorganization without having the destabilizing effects of competing plans.

Background

6. On January 28, 2002 (the “Commencement Date”), GCL and certain of its debtor subsidiaries each commenced a case in the United States Bankruptcy Court for the Southern District of New York under chapter 11 of the Bankruptcy Code (such entities,

together with their affiliates that commenced cases on April 24, 2002, August 4, 2002 and August 30, 2002, the “Debtors”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

7. No trustee has been appointed in these cases. On February 7, 2002, the United States Trustee (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Creditors’ Committee”). On November 21, 2002, the Court entered an order directing the appointment of an examiner (the “Examiner”) to review certain financial and accounting records of the Debtors. On November 25, 2002, the U.S. Trustee appointed Martin E. Cooperman as the Examiner.

8. Global Crossing provides telecommunications solutions over the world’s first integrated IP-based network (the “Network”), which reaches 27 countries and more than 200 major cities around the globe. The Network took over four years, multiple acquisitions and partnerships, and billions of dollars of capital to reach its current state of near-completion.

9. Each of the Debtors incorporated in Bermuda (collectively the “Bermuda Group”) has commenced a coordinated proceeding in the Supreme Court of Bermuda. The Supreme Court of Bermuda has issued an order appointing certain principals of KPMG International as Joint Provisional Liquidators (the “JPLs”) of the Bermuda Group. The Supreme Court of Bermuda has directed the JPLs to oversee the continuation of Global Crossing under the control of its Board of Directors and under the supervision of the Supreme Court of Bermuda and this Court in effecting a plan of reorganization under the Bankruptcy Code.

10. On September 16, 2002, Global Crossing filed with the Court the Plan and that certain disclosure statement with respect thereto (as amended, the "Disclosure Statement"). On October 21, 2002, the Court entered an order approving the Disclosure Statement. Commencing on December 4, 2002, hearings were held in respect of confirmation of the Plan. On December 26, 2002, the Court entered an order confirming the Plan.

Jurisdiction

11. This Court has jurisdiction to consider this motion pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Extending the Exclusivity Periods

12. Section 1121(b) of the Bankruptcy Code provides for an initial period of 120 days after the commencement of a chapter 11 case during which a debtor has the exclusive right to propose and file a chapter 11 plan. Section 1121(c)(3) of the Bankruptcy Code provides that if the debtor files a plan within the 120 days after the commencement of a case, the debtor has a period of 180 days after the commencement of the cases to obtain acceptance of such plan, during which time competing plans may not be filed.

13. Section 1121(d) of the Bankruptcy Code permits the court to extend a debtor's exclusive periods upon a demonstration of "cause." Section 1121(d) provides:

On request of a party in interest made within the respective periods specified in subsections (b) and (c) of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section.

11 U.S.C. § 1121(d).

14. Although the Bankruptcy Code does not define the term “cause,” the legislative history indicates it is intended to be a flexible standard to balance the competing interests of a debtor and its creditors. See H.R. Rep. No. 95-595, at 231, 232 (1978), reprinted in 1978 U.S.C.A.N. 5963, 6191. The Court has enumerated the following factors, which should be considered when determining whether exclusivity should be extended:

- (a) the size and complexity of the debtor’s case;
- (b) the existence of good faith progress towards reorganization;
- (c) a finding that the debtor is not seeking to extend exclusivity to pressure creditors “to accede to [the debtors’] reorganization demands”;
- (d) existence of an unresolved contingency [e.g., ongoing negotiations that will not conclude within the Exclusive Periods, but where the subject matter of the negotiations is vital to reorganization and, if successful, the negotiations would likely enable the debtor to file a successful plan of reorganization]; and
- (e) the fact that the debtor is paying its bills as they come due.

In re McLean Indus., Inc., 87 B.R. 830, 834 (Bankr. S.D.N.Y. 1987).

Cause Exists to Extend the Exclusivity Periods

15. Each factor set forth above weighs toward granting an extension of the Exclusivity Periods. Earlier in these cases, the Debtors timely sought extensions of the Exclusive Periods because the Debtors required additional time to resolve certain critical business issues and formulate and negotiate the Plan. When the Debtors filed their Third Exclusivity Motion, the Court had recently confirmed the Plan and the Debtors were continuing their efforts to obtain the requisite regulatory approvals and to finalize their

financial reporting for the end of 2002 in order to satisfy the Closing Conditions under the Purchase Agreement.

16. Since that time, as set forth below, the Debtors have been diligently working to satisfy the outstanding Closing Conditions to consummate the Plan. Consequently, the Debtors are not seeking a further extension of the Exclusive Periods to pressure creditors “to accede to [the debtors’] reorganization demands.” Rather, the Debtors’ have submitted a Plan that has been accepted by their creditors and confirmed by the Court, and the Debtors are now in the process of satisfying their obligations under the Purchase Agreement in order to consummate the transactions contemplated by the Plan and the Purchase Agreement.

17. Since filing the Third Exclusivity Motion, the Debtors have made notable progress towards satisfying the Closing Conditions. Pursuant to the Purchase Agreement, as of December 31, 2002, the Debtors are required to have a cash balance of an amount equal to or exceeding \$194,000,000 and net working capital equal to or exceeding \$8,000,000. Preliminary reports indicate that the Debtors have satisfied both financial covenants. Currently, the Investors are auditing the Debtors’ performance.

18. The Purchase Agreement requires the Debtors to limit the costs associated with emergence from chapter 11. To comply with such exit cost requirements, the Debtors have entered into several settlement agreements with parties to executory contracts and unexpired leases, whereby the Debtors have successfully negotiated reduced cure costs to be paid in connection with assumption of such agreements pursuant to section 365 of the Bankruptcy Code. In addition, the Debtors have resolved numerous claims with respect to amounts owed to network access providers, vendors, and certain taxing authorities, as well as

amounts in respect of pending litigation. Such efforts will decrease the Debtors' exit costs and satisfy exit cost requirements under the Purchase Agreement.

19. The Purchase Agreement also requires the Debtors to obtain certain regulatory approvals for the transactions contemplated therein. Since the filing of the Third Exclusivity Motion, the Debtors have worked to obtain the following regulatory approvals from various federal, state, and foreign regulatory authorities (collectively, the "Regulatory Approvals"):

- (a) expiration or early termination of the applicable waiting periods under the Hart Scott Rodino Antitrust Improvements Act of 1976 (the "HSR Act");
- (b) approval of the State public utility or service commission in twenty-five States for the proposed transfer of control of the holders of telecommunications licenses from Global Crossing to reorganized Global Crossing;
- (c) approvals from the regulatory authorities of Singapore, the United Kingdom, and Brazil for the proposed transfer of control of the holders of telecommunications licenses from Global Crossing to reorganized Global Crossing;
- (d) approval or clearance from the respective competition authorities in Canada, Mexico, Brazil, and the European Union under relevant competition laws and regulations; and
- (e) approval from the Federal Communications Commission for the proposed transfer of control of the holders of telecommunications licenses from Global Crossing to reorganized Global Crossing.

20. In addition, the Debtors are also cooperating with the federal Committee on Foreign Investment in the United States ("CFIUS") in connection with its review, pursuant to the Exon-Florio Amendment to the Defense Production Act of 1950, of the proposed ownership interests of the Investors in the reorganized Global Crossing.

21. On November 19, 2002, the Federal Trade Commission granted early termination of the applicable waiting periods under the HSR Act. Since that date, the Debtors have also received the requisite approvals from all the public utility or service commissions in the individual states requiring such approvals, and all the approvals and clearances in the foreign jurisdictions in which they operate. The Debtors' applications to the Federal Communications Commission are pending and the Debtors anticipate receiving the requisite approvals in the near future. The Debtors are working diligently with their advisors to obtain CFIUS approval of the Purchase Agreement. The CFIUS review process is ongoing and will extend beyond the current March 31, 2003 extension of the Exclusive Filing Period.

22. In the event that any of the regulatory bodies do not approve the Purchase Agreement and/or the financial tests are not met requiring the Debtors to abandon the Plan, the Debtors seek an opportunity to propose and solicit a new plan of reorganization without competing plans. Without an extension of exclusivity, the Debtors would be left to not only operate their business, but to do so while hurriedly working to formulate and negotiate a new or revised plan, assess competing plans that are filed, and contend with the destabilizing effect that such events would have on their business, employees, vendors, and customers.

23. The loss of exclusivity would have a deleterious effect on the Debtors, their estates, their creditors, and all parties in interest. It would be nearly impossible for the Debtors to dedicate sufficient resources to formulating a new plan if the Debtors were required to focus on analyzing and responding to competing plans submitted by other parties. Moreover, the Exclusivity Periods have permitted the Debtors to negotiate and reach

reasonable agreement with the Creditors' Committee and the Debtors' prepetition lenders without the pressure of entertaining competing plans of reorganization. If the Debtors cannot preserve the exclusive right to present and file a plan of reorganization and solicit acceptances thereof, the Debtors will lose the benefit derived from the year-long negotiations that have permitted the parties in interest to forge reasonable terms of reorganization.

Notice

24. No trustee has been appointed in the Debtors' chapter 11 cases. Notice of this Application has been provided to (i) the U.S. Trustee, (ii) the attorneys for the Creditors' Committee, (iii) the attorneys for the prepetition lenders, (iv) the JPLs and their attorneys, and (v) those parties entitled to notice pursuant to this Court's order dated January 28, 2002 establishing certain notice procedures in these chapter 11 cases. The Debtors submit that no other or further notice need be provided.

Waiver of Memorandum of Law

25. Pursuant to Case Management Order Number 1, entered by the Court on October 22, 2002, this Motion satisfies rule 9013-1(b) of the Local Bankruptcy Rule for the Southern District of New York.

26. No previous request for the relief sought herein has been made to this or any other court.

WHEREFORE the Debtors request that the Court grant the relief requested herein and such other and further relief as is just.

Dated: March 20, 2003
New York, New York

/s/ Paul M. Basta
Michael F. Walsh (MFW 8000)
Paul M. Basta (PMB 4434)

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Attorneys for Debtors and
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re :
 : Chapter 11 Case Nos.
 :
GLOBAL CROSSING LTD., et al., : 02- 40188 (REG)
 :
Debtors. :
 : (Jointly Administered)
-----X

**ORDER PURSUANT TO SECTION 1121(d) OF
THE BANKRUPTCY CODE EXTENDING THE
EXCLUSIVE PERIODS DURING WHICH THE DEBTORS MAY
FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCE THEREOF**

Upon the motion dated March 20, 2003 (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), pursuant to section 1121(d) of title 11 of the United States Code (the "Bankruptcy Code"), for an order extending the Debtors' exclusive period during which the Debtors may file a chapter 11 plan (the "Exclusive Filing Period") and the period for soliciting acceptances (the "Exclusive Solicitation Period"), as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Office of the United States Trustee for the Southern District of New York, the attorneys for the Debtors' prepetition lenders, the official committee of unsecured creditors appointed in

these cases, the Joint Provisional Liquidators (the "JPLs") appointed by the Supreme Court of Bermuda in respect of certain of the Debtors herein and their attorneys, and those parties entitled to notice pursuant to this Court's order dated January 28, 2002 establishing notice procedures in these cases, and no other or further notice need be provided; and the Court having found that cause exists to extend the Debtors' Exclusive Filing Period and Exclusive Solicitation Period and that such extensions are in the best interests of the Debtors, their estates, creditors, and other parties in interest; and upon the Motion and all the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to section 1121(d) of the Bankruptcy Code, the Debtors' Exclusive Filing Period is extended to the earlier of (i) May 15, 2003, or (ii) in the event the Purchase Agreement, dated August 9, 2002, between the Debtors, Hutchison Telecommunications Limited, and Singapore Technologies Telemedia Pte, is terminated in accordance with its terms by any of the parties thereto, two (2) weeks from the date of such termination (the "Extended Exclusive Filing Period"); and it is further

ORDERED that the Debtors' Exclusive Solicitation Period is extended until sixty (60) days after the Extended Exclusive Filing Period; and it is further

ORDERED that the extensions of the Exclusive Filing Period and Exclusive Solicitation Period granted herein are without prejudice to such further requests that may be made pursuant to section 1121(d) of the Bankruptcy Code by the Debtors or any party in interest, for cause shown, upon notice and a hearing; and it is further

ORDERED that the requirement under Rule 9013-1(b) of the Local
Bankruptcy Rules of the Southern District of New York for the filing of a memorandum of
law is waived.

Dated: April __, 2003
New York, New York

UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	
	:	Chapter 11 Case No.
	:	
GLOBAL CROSSING LTD., <u>et al.</u> ,	:	02- 40188 (REG)
	:	
Debtors.	:	(Jointly Administered)

**BRIDGE ORDER PURSUANT TO SECTION 1121(d) OF THE
BANKRUPTCY CODE AND RULE 9006(b) OF THE FEDERAL
RULES OF BANKRUPTCY PROCEDURE EXTENDING THE
EXCLUSIVE PERIOD DURING WHICH THE DEBTORS MAY FILE A
PLAN OF REORGANIZATION AND SOLICIT ACCEPTANCES THEREOF**

WHEREAS, commencing on January 28, 2002 (the "Commencement Date"), Global Crossing Ltd. and certain of its debtor subsidiaries each commenced a case in the United States Bankruptcy Court for the Southern District of New York (the "Court") under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code," such entities, together with their affiliates that commenced cases on April 24, 2002, August 4, 2002, and August 30, 2002, the "Debtors"). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code;

WHEREAS, pursuant to the Court's Order Pursuant to Section 1121(d) of the Bankruptcy Code Extending the Exclusive Periods during which the Debtors May File a Chapter 11 Plan and Solicit Acceptances thereof, dated January 27, 2003 (the "Exclusivity Order"), the Debtors maintain the exclusive right to file a plan of reorganization (the "Exclusive Filing Period") until the earlier of (i) March 31, 2003, or

(ii) in the event the Purchase Agreement, dated August 9, 2002 (the "Purchase Agreement"), between the Debtors, Hutchison Telecommunications Limited and Singapore Technologies Telemedia Pte, is terminated in accordance with its terms by any of the parties thereto, two (2) weeks from the date of such termination;

WHEREAS, pursuant to the Exclusivity Order, the Debtors maintain the exclusive right to solicit acceptances to their plan of reorganization until sixty (60) days after the Exclusive Filing Period (the "Exclusive Solicitation Period");

WHEREAS, on December 26, 2002, the Court entered an order confirming the Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, filed on September 16, 2002 (as such plan was amended from time to time, the "Plan");

WHEREAS the Plan is contingent on the satisfaction of certain conditions;

WHEREAS, on March 20, 2003, prior to the expiration of the Debtors' Exclusive Filing Period, the Debtors filed their motion (the "Motion") pursuant to section 1121(d) of the Bankruptcy Code to extend the Exclusive Filing Period to the earlier of (i) May 15, 2003 or (ii) in the event the Purchase Agreement is terminated in accordance with its terms by any of the parties thereto, two (2) weeks from the date of such termination (the "Extended Exclusive Filing Period");

WHEREAS, pursuant to the Motion, the Debtors seek to extend the Exclusive Solicitation Period through and including the date that is sixty (60) days after the Extended Exclusive Filing Period;

WHEREAS, a hearing on the Motion is not scheduled until April 21, 2003, at 9:45 a.m., after the date on which the Exclusive Filing Period expires;

WHEREAS, the official committee of unsecured creditors appointed in the Debtors' chapter 11 cases and the Debtors' prepetition lenders have consented to the relief sought in this bridge order;

WHEREAS, entering an order extending the Debtors' Exclusive Filing Period and Exclusive Solicitation Period until the Court has entered an order determining the Motion is appropriate and in the best interests of the Debtors, their estates and all parties in interest; and

WHEREAS, in light of the limited relief provided for herein, entry of this Order without notice and a hearing is proper.

NOW, THEREFORE, IT IS HEREBY ORDER THAT the Exclusive Filing Period and Exclusive Solicitation Period are hereby extended until such time as the Court has entered an order determining the relief requested in the Motion.

Dated: March 20, 2003
New York, New York

S/ Robert E. Gerber
HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE

Certificate of Service

I hereby certify that I have caused to be mailed (and also e-mailed where indicated) this day copies of the foregoing supplemental letter to the following:

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I further certify that I have caused to be e-mailed copies of the foregoing
statement to the following persons as prescribed in Part VI of Public Notice DA 02-2299:

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