

ORIGINAL

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

IN RE:)
) Chapter 11
WORLD ACCESS, INC., *et al.*,) Case No. 01 B 14633
) Judge Susan Pierson Sonderby
Debtors.) (Jointly Administered)

NOTICE

PLEASE TAKE NOTICE that the following professionals for the Official Committee of Unsecured Creditors (the "Applicants") for World Access, Inc. and certain of its direct and indirect subsidiaries (collectively, the "Debtors") have filed either their First or Second Interim Applications for Allowance of Compensation and Reimbursement of Expenses (the "Interim Applications"): (a); Cadwalader, Wickersham & Taft; (b) Gardner, Carton & Douglas; and (c) PricewaterhouseCoopers LLP (collectively, the "Applicants"). Copies of each of the Applicants' summary cover sheet are attached hereto as Exhibits A, B and C, respectively.

PLEASE TAKE FURTHER NOTICE that on July 17, 2002 at 2:00 p.m., the Applicants shall appear before the Honorable Susan Pierson Sonderby, courtroom 642, U.S. Courthouse, 219 South Dearborn Street, Chicago, Illinois, or, in her absence, before such judge who may be sitting in her place and stead, and shall then and there present the Interim Applications at which time and place you may appear if you so see fit. You may obtain a copy of the Interim Applications from the Bankruptcy Court website, "http:racr.ilnb.uscourts.gov." Please note that there is a fee for this information. In the alternative, you may contact Mark R. Mackowiak, Bankruptcy Paralegal at Gardner, Carton & Douglas, at 312/245-8886.

Dated: June 24, 2002

GARDNER, CARTON & DOUGLAS

Harold L. Kaplan (#3125293)
Jeffrey M. Schwartz (#6209982)
Suite 3400
321 North Clark Street
Chicago, IL 60610
Telephone: (312) 644-3000
Facsimile: (312) 644-3381

CADWALADER, WICKERSHAM & TAFT

Bruce R. Zirinsky
John H. Bae
Michael J. Edelman
100 Maiden Lane
New York, New York 10038
Telephone: (212) 504-6000
Facsimile: (212) 909-5870

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**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

-----X
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 In re: :
 : Chapter 11
 WORLD ACCESS, INC., et al., : Case No. 01 B 14633
 :
 Debtors. : Honorable Susan Pierson Sonderby
 :
 -----X (Jointly Administered)

**COVER SHEET FOR APPLICATION FOR
PROFESSIONAL COMPENSATION**

Name of Applicant: Cadwalader Wickersham & Taft
 Authorized to Provide
 Professional Services to: Official Committee of Unsecured Creditors
 Date of Order Authorizing
 Employment: November 27, 2001 retroactive to November 12, 2001
 Period for Which
 Compensation is Sought: From November 12, 2001 through December 31, 2001
 Amount of Fees Sought: \$ 128,323.50
 Amount of Expense
 Reimbursement Sought: \$ 1,985.12

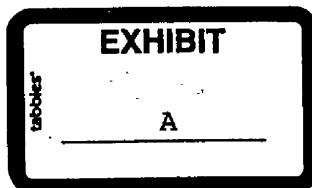
This is an: Interim Application Final Application Application Pursuant to Court Order
 If this is *not* the first application filed herein by this professional, disclose as to all prior fee applications:

| <u>Date Filed</u> | <u>Period Covered</u> | <u>Total Requested (Fees and Expenses)</u> | <u>Total Awarded</u> | <u>Any Amount Ordered Withheld</u> |
|-------------------|-----------------------|--|----------------------|--|
|-------------------|-----------------------|--|----------------------|--|

The aggregate amount of fees and expenses *paid* to the Applicant to date for services rendered and expenses incurred herein is: N/A.

Date: February 27, 2002

Applicant: Cadwalader, Wickersham & Taft
 By: Michael J. Edelman
 Michael J. Edelman



UNITED STATES BANKRUPTCY COURT
 FOR THE NORTHERN DISTRICT OF ILLINOIS
 EASTERN DIVISION

RECEIVED
 UNITED STATES BANKRUPTCY COURT
 NORTHERN DISTRICT OF ILLINOIS

In Re:) Case No. 01 B 14633 **MAR 01 2002**
) (Jointly Administered)
) KENNETH S. GARDNER, CLERK
 WORLD ACCESS, INC., et al.,) Chapter 11 **PUBLIC SERVICE CENTER**
)
 Debtors.) Honorable Susan Pierson Sonderby
)

COVER SHEET FOR APPLICATION FOR
 PROFESSIONAL COMPENSATION

Name of Applicant: Gardner, Carton & Douglas

Authorized to Provide
 Professional Services to: Official Committee of Unsecured Creditors

Date of Order Authorizing Employment: June 14, 2001 retroactive to May 17, 2001

Period for Which
 Compensation is Sought: From October 1, 2001 through January 31, 2002

Amount of Fees Sought: \$ 54,864.50

Amount of Expense
 Reimbursement Sought: \$ 4,321.43

This is an: Interim Application Final Application Application Pursuant to Court Order

If this is *not* the first application filed herein by this professional, disclose as to all prior fee applications:

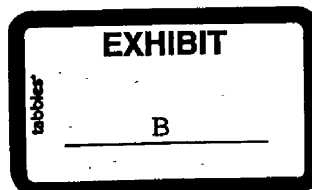
| <u>Date Filed</u> | <u>Period Covered</u> | <u>Total Requested (Fees and Expenses)</u> | <u>Total Allowed</u> | <u>Any Amount Ordered Withheld</u> |
|-------------------|---|--|----------------------|--|
| October 15, 2001 | May 17, 2001 through September 30, 2001 | \$65,177.19 | \$65,177.19 | \$48,995.73 paid \$16,181.46 ordered held back from payment |

The aggregate amount of fees and expenses *paid* to the Applicant to date for services rendered and expenses incurred herein is: \$48,995.73 pursuant to Order on First Interim Application plus \$13,255.34 for month of October, 2001. Gardner further received a check in the amount of \$6,690.74 representing a duplicate payment for September, 2001 fees and expenses.

Applicant: Gardner, Carton & Douglas

Date: February 28, 2002

By: 
 Jeffrey M. Schwartz



UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

| | | |
|-------------------------------------|---|----------------------------------|
| In Re: |) | Chapter 11 |
| |) | |
| WORLD ACCESS, INC., <u>et al.</u> , |) | Case No. 01-14633 |
| |) | Jointly Administered |
| Debtors. |) | |
| |) | Honorable Susan Pierson Sonderby |
| |) | |
| |) | |
| |) | |

**COVER SHEET FOR SECOND INTERIM APPLICATION
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES OF PRICEWATERHOUSECOOPERS LLP**

Name of Applicant: PricewaterhouseCoopers LLP

Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors

Date of Order Authorizing Employment: June 20, 2001 Retroactive to May 10, 2001

Period for which compensation and reimbursement is sought: September 1, 2001 through December 31, 2001

Amount of Compensation requested: \$201,037.50

Amount of Expense Reimbursement requested: \$12,153.78

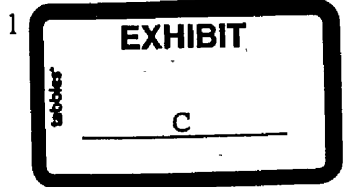
This is an: Interim Final application

If this is *not* the first application filed herein by this professional, disclose as to all prior fee applications:

| <u>Date Filed</u> | <u>Period Covered</u> | <u>Total Requested Fees & Expenses</u> | <u>Ordered Amount</u> |
|-------------------|---|--|-----------------------|
| October 15, 2001 | May 10, 2001 through August 31, 2001 | \$298,397.20 | \$225,214.04* |

* Allowance of total fees and expenses is pending.

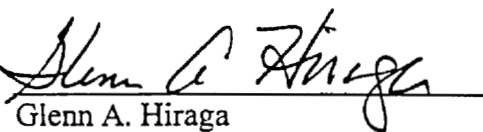
The aggregate amount of fees and expenses *paid* to the Applicant to date for services rendered and expenses incurred herein is: \$397,601.47



| <u>Fees</u> | <u>Total Fees & Expenses</u> | <u>Holdback</u> | <u>Payment Received</u> |
|--|----------------------------------|-----------------|-------------------------|
| Sept-Oct Fee Statement | \$ 98,653.33 | \$19,689.50 | \$ 78,963.83 |
| November Fee Statement | \$ 70,164.09 | \$12,277.00 | \$ 57,887.09 |
| December Fee Statement | \$ 44,420.64 | \$ 8,884.13 | \$ 35,536.51 |
| Second Interim Application (Total of Above) | \$213,238.06 | \$40,850.63 | \$172,387.43 |
| First Interim Application | \$298,397.20 | \$73,183.16 | \$225,214.04 |
| Total | \$511,635.26 | \$114,033.79 | \$397,601.47 |

Applicant: PricewaterhouseCoopers LLP

Date: February 13, 2002

By: 
 Glenn A. Hiraga

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

IN RE:)
)
) Chapter 11
WORLD ACCESS, INC., *et al.*,)
) Case No. 01 B 14633
) Chief Judge Susan Pierson Sonderby
Debtors.) (Jointly Administered)

NOTICE OF HEARING ON INTERIM FEE APPLICATIONS

TO THE ATTACHED SERVICE LIST:

PLEASE TAKE NOTICE that, on February 14, 2002 and February 15, 2002, the following professionals (the "Applicants") retained by World Access, Inc. and certain of its direct and indirect subsidiaries (collectively, the "Debtors") filed their First or Second Interim Applications for Allowance of Compensation and Reimbursement of Expenses (the "Interim Applications"), respectively: (a) Katten Muchin Zavis Rosenman; (b) Poorman-Douglas Corporation; (c) Ernst & Young, LLP; (d) Lamberth, Bonapfel, Cifelli & Stokes, P.A.; and (e) Long Aldridge & Norman LLP (collectively, the "Applicants") A copy of each of the summary cover sheets for the Interim Applications filed by the Applications are attached hereto as Exhibits A, B, C, D, and E, respectively.

PLEASE TAKE FURTHER NOTICE that on July 17, 2002 at 2:00 p.m., the Applicants shall appear before the Honorable Chief Judge Susan Pierson Sonderby, courtroom 642, U.S. Courthouse, 219 South Dearborn Street, Chicago, Illinois, or, in her absence, before such judge who may be sitting in her place and stead, and shall then and there present the Interim Applications at which time and place you may appear if you so see fit. Objections, if any, to the relief sought in the Interim Applications must be in writing and filed with the Clerk of the U.S. Bankruptcy Court, and served upon the Applicants, no later than 4:00 pm (CST) on July 10, 2002. You may obtain a copy of the Interim Applications from the Clerk of the Bankruptcy Court or upon written request to Michelle Jawor at the address listed below or via email (michelle.jawor@kmzr.com).

Dated: June 26, 2002

Kenneth J. Ottaviano, IL Bar No. 6237822
Brian M. Graham, IL Bar No. 6243015
KATTEN MUCHIN ZAVIS ROSENMAN
525 West Monroe Street, Suite 1600
Chicago, IL 60661-3693
Ph: (312) 902-5200
Fx: (312) 902-1061

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE:)
)
WORLD ACCESS, INC., *et al.*,) Chapter 11
) Case No. 01 B 14633
) Chief Judge Susan Pierson Sonderby
Debtors.) (Jointly Administered)

**SECOND INTERIM APPLICATION OF
KATTEN MUCHIN ZAVIS FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Name of Applicant: **KATTEN MUCHIN ZAVIS**

Authorized to Provide Professional Services to: Debtors and Debtors-in-Possession

Date of Retention: April 24, 2001 (effective)

Period for which Compensation and Reimbursement is Sought: September 1, 2001 – December 31, 2001

Interim Amount of Compensation Sought: \$707,134.50

Interim Amount of Expense Reimbursement Sought: \$89,222.98

This is the: **Second Interim Application**

Previous Fee Applications

| <u>Date Filed</u> | <u>Period Covered</u> | <u>Requested Interim Fees & Expenses</u> | <u>Approved Amount</u> |
|-------------------|-----------------------|--|--------------------------|
| 10/12/01 | 04/24/01-08/31/01 | \$313,004.00/\$58,478.80 | \$313,004.00/\$58,478.80 |

Mark K. Thomas, IL Bar No. 6181453
Kenneth J. Ottaviano, IL Bar No. 6237822
KATTEN MUCHIN ZAVIS
525 West Monroe Street, Suite 1600
Chicago, IL 60661-3693
Ph: (312) 902-5200
Fx: (312) 902-1061

**COUNSEL TO DEBTORS AND
DEBTORS-IN-POSSESSION**

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

| | | |
|-------------------------------------|---|------------------------------------|
| IN RE: |) | |
| |) | Chapter 11 |
| WORLD ACCESS, INC., <i>et al.</i> , |) | Case No. 01 B 14633 |
| |) | Chief Judge Susan Pierson Sonderby |
| Debtors. |) | (Jointly Administered) |

**FIRST INTERIM APPLICATION OF
POORMAN-DOUGLAS CORPORATION FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

| | |
|---|--|
| Name of Applicant: | POORMAN-DOUGLAS CORPORATION |
| Authorized to Provide Professional Services to: | Debtors and Debtors-in-Possession |
| Date of Retention: | August 31, 2001 |
| Period for which Compensation and Reimbursement is Sought: | August 27, 2001 – December 31, 2001 |
| Interim Amount of Compensation Sought: | \$85,763.26 |
| Interim Amount of Expense Reimbursement Sought: | \$24,489.33 |
| This is the: | First Interim Application |

Laura DiBiase, Esq.
POORMAN-DOUGLAS CORPORATION
10300 SW Allen Boulevard
Beaverton, OR 97005
Ph: (503) 350-5885

**CLAIMS AGENT FOR DEBTORS
AND DEBTORS-IN-POSSESSION**

EXHIBIT C

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

| | | |
|-------------------------------------|---|------------------------------------|
| IN RE: |) | |
| |) | Chapter 11 |
| WORLD ACCESS, INC., <i>et al.</i> , |) | Case No. 01 B 14633 |
| |) | Chief Judge Susan Pierson Sonderby |
| Debtors. |) | (Jointly Administered) |

**FIRST INTERIM APPLICATION OF
ERNST & YOUNG, LLP FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

| | |
|--|-----------------------------------|
| Name of Applicant: | ERNST & YOUNG |
| Authorized to Provide Professional Services to: | Debtors and Debtors-in-Possession |
| Date of Retention: | July 6, 2001 |
| Period for which Compensation and Reimbursement is Sought: | July 6, 2001 - December 31, 2001 |
| Interim Amount of Compensation Sought: | \$678,785.71 |
| Interim Amount of Expense Reimbursement Sought: | \$3,788.00 |
| This is the: | First Interim Application |

Stephen R. Tetro II
LATHAM & WATKINS
233 South Wacker Drive
Suite 5800
Chicago, IL 60606
Ph: (312) 876-7700

**ACCOUNTANTS FOR DEBTORS
AND DEBTORS-IN-POSSESSION**

EXHIBIT D

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE:)
)
WORLD ACCESS, INC., *et al.*,) Chapter 11
) Case No. 01 B 14633
) Chief Judge Susan Pierson Sonderby
Debtors.) (Jointly Administered)

**SECOND INTERIM APPLICATION OF
LAMBERTH, BONAPFEL, CIFELLI & STOKES, P.A. FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Name of Applicant: **LAMBERTH, BONAPFEL, CIFELLI &
STOKES, P.A.**

Authorized to Provide Professional Services to: Debtors and Debtors-in-Possession

Date of Retention: April 24, 2001 (effective)

Period for which Compensation and Reimbursement is Sought: September 1, 2001 - December 31, 2001

Interim Amount of Compensation Sought: \$98,766.00

Interim Amount of Expense Reimbursement Sought: \$2,883.85

This is the: **Second Interim Application**

Previous Fee Applications

| <u>Date Filed</u> | <u>Period Covered</u> | <u>Requested Interim Fees & Expenses</u> | <u>Approved Amount</u> |
|-------------------|-----------------------|--|--------------------------|
| 10/12/01 | 04/24/01-08/31/01 | \$335,616.00/\$26,928.45 | \$335,616.00/\$26,928.45 |

G. Frank Nason, IV
**LAMBERTH, BONAPFEL, CIFELLI
& STOKES, P.A.**
3343 Peachtree Road, Suite 550
Atlanta, GA 30326
Ph: (404) 262-7373
**COUNSEL TO DEBTORS AND
DEBTORS-IN-POSSESSION**

EXHIBIT E

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE:)
)
WORLD ACCESS, INC., *et al.*,) Chapter 11
) Case No. 01 B 14633
) Chief Judge Susan Pierson Sonderby
Debtors.) (Jointly Administered)

**SECOND INTERIM APPLICATION OF
LONG ALDRIDGE & NORMAN LLP FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Name of Applicant: **LONG ALDRIDGE & NORMAN LLP**

Authorized to Provide Professional Services to: Debtors and Debtors-in-Possession

Date of Retention: April 24, 2001 (effective)

Period for which Compensation and Reimbursement is Sought: September 1, 2001 – December 31, 2001

Interim Amount of Compensation Sought: \$211,823.50

Interim Amount of Expense Reimbursement Sought: \$8,881.74

This is the: **Second Interim Application**

Previous Fee Applications

| <u>Date Filed</u> | <u>Period Covered</u> | <u>Requested Interim Fees & Expenses</u> | <u>Approved Amount</u> |
|-------------------|-----------------------|--|--------------------------|
| 10/12/01 | 04/24/01-08/31/01 | \$873,791.00/\$42,609.07 | \$873,791.00/\$42,609.07 |

J. Michael Levengood
Henry F. Sewell, Jr.
LONG ALDRIDGE & NORMAN LLP
303 Peachtree Road, Suite 5300
Atlanta, GA 30308
Ph: (404) 527-4000
**COUNSEL TO DEBTORS AND
DEBTORS-IN-POSSESSION**