EXHIBIT C

C

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	
	:	Chapter 11 Case Nos.
	:	
GLOBAL CROSSING LTD., et al.,	:	02- 40187 (REG) through
	:	02- 40241 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	

ORDER PURSUANT TO SECTIONS 105(a) AND 366(b) OF THE BANKRUPTCY CODE DEEMING UTILITY COMPANIES ADEQUATELY ASSURED OF FUTURE PERFORMANCE

Upon the Motion dated January 28, 2002 (the "Motion") of Global Crossing Ltd. and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), for an order pursuant to sections 105(a) and 366(b) of title 11 of the United States Code (the "Bankruptcy Code"), deeming utility companies adequately assured of future performance, as more fully set forth in the Motion; and upon the objections and requests for adequate assurance filed by various utilities and telecommunications companies in response to 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 the relief granted herein being in the best interests of the Debtors and their estates and creditors; and the Court

having reviewed the Motion and the objections/responses thereto and having heard the statements and proffers in support of and in opposition to the relief requested at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and the Objections/Responses thereto and at the Hearing establish just cause for the relief granted herein; and upon the Court's findings of fact and conclusions of law set forth in the Court's ruling on February 21, 2002 (the "Findings of Fact and Conclusions of Law"), all incorporated herein by reference; and the Court having directed the Debtors to settle this order upon ten (10) business days notice and to confer upon the provisions of this Order with certain of the objecting parties; and the Debtors having so conferred; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted, subject to the express terms and conditions contained herein and in the Findings of Fact and Conclusions of Law; and it is further

ORDERED that the parties that received notice of or otherwise participated in the February 20, 2002 hearing to consider the Motion (the "Utility and Telecommunications Companies") are hereby deemed adequately assured of payment for postpetition utility services under section 366 of the Bankruptcy Code (the "Utility Services") without the payment of any deposits or further security, the requirement of prepayments or advances, or the granting of any liens; provided, however, that any Utility and Telecommunications Company may request additional assurances upon making a showing that there has been a material adverse change in the liquidity of the Debtors or

other material change in the Debtors' circumstances that could affect the Debtors' ability to pay for future Utility Services; and it is further

ORDERED that, pursuant to section 366(a) of the Bankruptcy Code, absent any further order of this Court, the Utility and Telecommunications Companies are prohibited from altering, refusing or discontinuing Utility Services to any of the Debtors, discriminating against any of the Debtors, or requiring the payment of a deposit or other security, prepayment or advance or the granting of any liens, on the basis of the commencement of the Debtors' chapter 11 cases or that a debt owed by the Debtors to such Utility and Telecommunications Companies rendered before the commencement of the Debtors' chapter 11 cases was not paid when due; and it is further

ORDERED that all Utility and Telecommunications Companies shall be granted an administrative expense priority under sections 503(b) and 507(a)(1) of the Bankruptcy Code for unpaid postpetition charges for Utility Services that are ***either*** not disputed by the Debtors or otherwise allowed by this Court; and it is further

ORDERED that the Debtors shall pay on a timely basis, in accordance with prepetition practices, the undisputed portion of any invoices with respect to postpetition Utility Services rendered by the Utility and Telecommunications Companies, excluding Verizon, BellSouth, SBC Affiliates[1], Qwest, AT&T, MCI Worldcom, Sprint (but including, CallNet Enterprises, Sprint Canada), and Citizens/Frontier (collectively,

---

[1] The SBC Affiliates include Southwestern Bell Telephone Company, Pacific Bell Telephone Company, The Southern New England Telephone Company And Ameritech (Composed Of Illinois Bell Telephone Company D/B/A Ameritech Illinois, Indiana Bell Telephone Company D/B/A Ameritech Indiana, Michigan Bell Telephone Company D/B/A Ameritech Michigan, The Ohio Bell Telephone Company D/B/A Ameritech Ohio and Wisconsin Bell, Inc. D/B/A Ameritech Wisconsin)

the "Designated Companies"), within the lesser of fourteen (14) calendar days after receipt of any utility invoice (notwithstanding any longer time provided for in a tariff) or the time contractually agreed to by the Debtors and such Utility and Telecommunications Company (the "Payment Date"); provided however that if the Payment Date falls on a weekend or holiday, the Debtors shall make such payments on the business day preceding the Payment Date; and it is further

ORDERED that the Debtors and the Designated Companies are each authorized and directed to negotiate similar shortened postpetition payment terms with respect to the undisputed portion of the invoiced amounts; provided, however, that, unless otherwise agreed to by the Debtors after consultation with the Creditors' Committee, the Debtors shall not be required to provide a Designated Company with deposits or other security, advances, prepayments or a lien securing postpetition obligations; and it is further

ORDERED that, in connection with the negotiations to be conducted in accordance with the preceding paragraph, the Debtors and the Designated Companies shall seek to negotiate the offset of amounts owed by the Debtors for postpetition Utility Services and amounts owed by the Designated Companies to the Debtors for postpetition services with the effect that the Debtors pay on shortened payments terms to the Designated Companies the "net" amount owing to such Designated Company; and it is further

ORDERED that each of the Debtors and the Designated Companies, and any other Utility and Telecommunications ***Company*** ~~Companies~~ that ***wishes to avail itself of any of the terms of this Order*** ~~so provide~~, is directed to designate individuals to

deal with late payments, missed payments and failures to appropriately credit past payments in these chapter 11 cases; and it is further

ORDERED that, any agreement between the Debtors and a Designated Company shall be submitted to the Court for approval by notice of presentment, on six business days notice to counsel to the Creditors' Committee, counsel to the Debtors' prepetition lenders, counsel to the joint provisional liquidators and the United States Trustee, provided that nothing herein will prevent the Debtors and the Designated Companies from performing pursuant to the terms of the agreement pending Court approval; and it is further

ORDERED that, unless agreements shall have been reached with the Designated Companies, a hearing shall be scheduled before the Court on March ***25***, 2002 at ***9:45 a.***m., or on such later date as acceptable to the Court and the parties, to consider the status of outstanding negotiations between the Debtors and the Designated Companies or grant appropriate relief if such negotiations have failed to produce an agreement; and it is further

ORDERED that, in the event the Debtors fail to timely pay any undisputed postpetition charges for Utility Services (the "Payment Defaults"), a Utility and Telecommunications Company which provided such services is authorized to send, via facsimile, to the Debtors, as designated by the Debtors in writing in conjunction with this Order, and Debtors' counsel, a notice of default (the "Notice of Default") which shall include, inter alia, the amount outstanding, the billing date and the Debtors' account number and the Debtors shall have three business days from receipt of the Notice of Default to cure any such default by wire transfer or similar good federal funds, provided,

however, that nothing herein shall prohibit a Utility or Telecommunications Company from pursuing those remedies available to it under the terms of its contract with the Debtors, so long as the terms of such contract afford the Debtors a longer period of time to cure the default; and it is further

ORDERED that in the event the Debtors do not cure Payment Defaults within three business days of receipt of the Notice of Default, the Utility and Telecommunications Company may petition this Court, through an Order to Show Cause, for immediate payment of such outstanding invoices and that the Debtors' objections shall be returnable within such time as required by the Court, including on as little as two business days thereafter; and it is further

ORDERED that the Debtors are authorized and directed to provide any Utility or Telecommunications Company, upon written request, the Debtors' monthly operating reports within two (2) business days of such report being either provided to the United States Trustee or filed with the Court, whichever is earlier; and it is further

ORDERED that the Debtors are authorized and directed to provide to the Flash Report Entities, as defined below, upon the written request of the Designated Companies, ***ICG Telecom Group, Norlight Telecommunications,*** The Small Rural Telecommunications Utilities Group, the Iowa Telecommunications Utilities Group, NTS Communications, Inc., FBN America, Inc., Florida Power & Light, Entergy and Michigan Exchange Carriers Associates, Inc., as well as their counsel, (the "Flash Report Entities"), weekly flash reports disclosing the Debtors' restricted (i.e., subject to a lien, or to some other spending constraint that would prohibit payment to utilities) and unrestricted cash (the "Flash Reports"), provided, however, that each Flash Report Entity

is hereby ordered to keep such Flash Report and its contents confidential, distribute the report or its contents within its organization only on a "need to know" basis and disclose such report or its contents only in connection with a request of this Court for further adequate assurances of payment upon a material adverse change in the liquidity of the Debtors or other material change in the Debtors' circumstances that could affect the Debtors' ability to pay for future Utility Services; and it is further

ORDERED that the Flash Report Entities shall designate one individual ***on behalf of all of them*** who shall both receive the Flash Reports ***on behalf of the Flash Report entities and distribute them thereto,*** and ***who may*** submit reasonable questions to the Debtors with respect thereto, to which the Debtors shall respond within a reasonable period of time; and it is further

ORDERED that any disputes with respect to charges or reconciliations for the Utility Services may be made by Motion to this Court and will be heard on ten (10) days notice, unless a longer time for presentations is jointly agreed upon (the "Dispute Resolution Period"), provided, however, that the Debtors shall not be required to segregate any disputed amounts during such Dispute Resolution Period; and it is further

ORDERED that, except as expressly permitted by order of this Court, payments made by the Debtors after January 28, 2002 (the petition date) shall be applied toward Utility Services incurred by the Debtors subsequent to the filing of these chapter 11 cases, and shall not be used to pay any amounts outstanding to the Utility and Telecommunications Companies for prepetition Utility Services or as a deposit for future Utility Services ***and, likewise, the Debtors may not (without Utility or***

Telecommunication Company consent) use credits earned or arising prepetition to reduce their postpetition obligations; and it is further

ORDERED that the Utility and Telecommunications Companies shall have the right to petition for reconsideration of this Order upon a material adverse change in the liquidity of the Debtors or other material change in the Debtors' circumstances that could affect the Debtors' ability to pay for future Utility Services, and there shall be a presumptive right to reconsideration if the amount of the Debtors' unrestricted cash or cash equivalents falls below $100 million (net of any indebtedness that may be secured by a postpetition lien) and to take discovery under Federal Bankruptcy Rules 7026 through 7037 with respect to adequate assurance of payment, if the amount of the Debtors' unrestricted cash and cash equivalents drops below $200 million (net of any indebtedness that may be secured by a postpetition lien); and it is further

ORDERED that the relief granted herein shall not constitute an approval or assumption of any agreement pursuant to section 365 of the Bankruptcy Code; and it is further

ORDERED that entry of this Order is without prejudice to the right of the Debtors to seek, by adversary proceeding or otherwise, entry of an order prohibiting termination of a Utility Service based upon an alleged postpetition default by the Debtors, the right of a Utility or Telecommunications Company to seek by appropriate pleading the right to alter the terms for the provision of new postpetition utility services ordered by the Debtors pursuant to a prepetition agreement, tariff or other arrangement or the right of the Debtors and the Utility and Telecommunication Companies to seek entry of an order

determining that a particular provider is or is not a Utility Company or that the service is or is not a Utility Service; and it is further

ORDERED that this Order shall ***supersede*** ~~supercede~~ the Order Pursuant to Sections 105(a) and 366(b) of the Bankruptcy Code Authorizing Debtors to Provide Adequate Assurance to Utility Companies approved by this Court on January 28, 2002; and it is further

ORDERED that the requirement pursuant to Local Rule 9013-1(b) that the Debtors file a memorandum of law in support of the Motion is hereby waived.

Dated: March *15*, 2002
New York, New York

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