

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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ALLIANCE ENTERTAINMENT CORP., : Case No. 97 B 44673 (BRL)  
ET AL., : Jointly Administered  
:   
Debtors :   
:   
- - - - - x

ORDER GRANTING DONALDSON, LUFKIN & JENRETTE  
SECURITIES CORPORATION'S APPLICATION  
FOR FINAL ALLOWANCE OF COMPENSATION  
AND REIMBURSEMENT OF DISBURSEMENTS

Upon consideration of the application of Donaldson, Lufkin & Jenrette Securities Corporation, investment banker to the debtors in possession ("Debtors") for final allowance of compensation and reimbursement of expenses under 11 U.S.C. §§ 328 and 330, dated October 1, 1997 (the "Application"); and proper and sufficient notice of the hearing on the Application having been given pursuant to Rules 2002(a)(2) and (c)(2) of the Federal Rules of Bankruptcy Procedure and the Order Establishing Administrative Procedures in the Debtors' Chapter 11 Cases; and upon the record of the hearing held before the Court to consider the Application on October 29, 1997; and after due consideration and for good cause known, it is

ORDERED that, the Application is granted to the extent set forth in Exhibit A annexed hereto; and it is further

ORDERED that, the Debtors are hereby directed to pay the amounts awarded herein forthwith.

Dated: New York, New York  
October 30, 1997

**/s/ Burton R. Lifland**

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UNITED STATES BANKRUPTCY JUDGE