

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

HEARING DATE: October 28, 1998
HEARING TIME: 10:00 A.M.

In re)	
)	Chapter 11
ALLIANCE ENTERTAINMENT)	Case No. 97 B 44673(BRL)
CORP., <u>et al.</u> ,)	(Jointly Administered)
)	
Debtors.)	
)	
)	

ORDER AWARDING FINAL ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES

Upon the applications (the "Applications") of the parties set forth on the annexed schedule (the "Applicants") for allowances of compensation and reimbursement of expenses for professional services rendered and expenses incurred during the period commencing July 14, 1997 through August 19, 1998, inclusive, unless otherwise indicated in the Applications or the annexed schedule; and a hearing (the "Hearing") having been held before this Court on October 28, 1998 to consider the Applications; and notice of the Applications and the Hearing having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2), as modified by this Court's November 24, 1997 Order Establishing Budget and Interim Compensation Procedures for Court Appointed Professionals and Committee Members; and upon the objection of the United States Trustee to certain Applications (the "Objection"); and upon the full record of the Hearing and all prior proceedings in these cases; and sufficient cause having been shown therefor, it is hereby;

ORDERED, that the Applications are finally granted to the extent set forth in the annexed schedule; and it is further

ORDERED, that the above-captioned Reorganized Debtors' are authorized and empowered to make all payments in accordance with the annexed schedules.

Dated: New York, New York
November 2, 1998

/s/ **Burton R. Lifland**

UNITED STATES BANKRUPTCY JUDGE

May 1, 1998 THROUGH AUGUST 19, 1998 FEE PERIOD

APPLICANT	PERIOD COVERED BY FEE APPLICATION FOR AMOUNTS PREVIOUSLY UNREQUESTED	FEE REQUESTED (NOT INCLUDING FEES PREVIOUSLY HELD BACK)	FEE REQUESTED (FEES PREVIOUSLY HELD BACK)	FEE CURRENTLY ALLOWED (INCLUDING FEES HELD BACK)	FEE HELD BACK	FEE PAYABLE BY DEBTORS	EXPENSES REQUESTED	EXPENSES ALLOWED AND PAYABLE BY DEBTORS
Bankers Trust Company	7/14/97-8/25/97	\$60,205.42	\$0.00	\$0.00	\$0.00	\$0.00	\$701.28	\$0.00
The Blackstone Group	5/1/98-8/20/98 ¹	\$720,766.20	\$80,000.00	\$800,766.20	\$0.00	\$800,766.20	\$43,613.02	\$43,407.02
Cahill Gordon & Reindel	5/1/98-8/19/98	\$154,888.00	\$64,407.20	\$219,295.20	\$0.00	\$219,295.20	\$19,085.91	\$19,085.91
Chanin and Company LLC	5/1/98-8/20/98	\$275,000.00	\$136,000.00	\$411,000.00	\$0.00	\$411,000.00	\$12,541.70	\$12,491.70
PricewaterhouseCoopers L.L.P. F/A/K Coopers & Lybrand L.L.P.	5/1/98-8/19/98	\$77,172.50	\$80,274.10	\$157,446.60	\$0.00	\$157,446.60	\$1,070.63	\$1,070.63
Daniel J. Aaron, P.C.	5/1/98-8/19/98	\$9,087.50	\$0.00	\$9,087.50	\$0.00	\$9,087.50	\$35.67	\$35.67
Marine Midland Bank	10/21/97-8/25/98	\$73,179.75	\$0.00	\$0.00	\$0.00	\$0.00	\$2,512.91	\$0.00
Schulte Roth & Zabel LLP	5/1/98-8/20/98	\$456,307.50	\$129,686.00	\$585,993.50	\$0.00	\$585,993.50	\$21,036.47	\$15,489.06
Unofficial Committee of Secured Trade Vendors	7/14/97-9/22/98	\$450,000.00	\$0.00	\$450,000.00	\$0.00	\$450,000.00	\$0.00	\$0.00
Willkie Farr & Gallagher	5/1/98-8/19/98	\$742,247.50	\$302,126.10	\$1,044,373.60	\$0.00	\$1,044,373.60	\$76,257.64	\$75,305.03
Zolfo Cooper, LLC	5/1/98-8/20/98	\$462,231.00 ²	\$535,773.60	\$998,004.60	\$0.00	\$998,004.60	\$33,636.00 ³	\$33,636.00

Date: 11/2/98 Initials: /s/ BRL

¹ The Blackstone Group filed two separate fee applications for this period.

² Includes \$17,000.00 of post 8/20/98 compensation.

³ Includes \$3,000.00 of post 8/20/98 reimbursement.

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U.S.B.J.

CASE NUMBER: 97 B 44673 (BRL) (Jointly Administered)
CASE NAME: ALLIANCE ENTERTAINMENT CORP. et al.

ALL FEE PERIODS

APPLICANT	PERIOD COVERED BY FEE APPLICATIONS	FEE REQUESTED	FEE ALLOWED (INCLUDING FEES HELD BACK)	FEES HELD BACK	FEE PAYABLE BY DEBTORS	EXPENSES REQUESTED	EXPENSES ALLOWED AND PAYABLE BY DEBTORS
Bankers Trust Company	7/14/97-8/25/97	\$60,205.42	\$0.00	\$0.00	\$0.00	\$701.28	\$0.00
The Blackstone Group	1/1/98-8/20/98	\$1,120,766.20	\$1,120,766.20	\$0.00	\$1,120,766.20	\$94,763.40	\$94,557.40
Cahill Gordon & Reindel	7/14/97-8/19/98	\$476,924.00	\$476,924.00	\$0.00	\$476,924.00	\$50,040.30	\$49,539.30
Chanin and Company LLC	7/29/97-8/20/98	\$955,000.00	\$955,000.00	\$0.00	\$955,000.00	\$47,504.35	\$47,033.97
PricewaterhouseCoopers L.L.P. F/K/A Coopers & Lybrand L.L.P.	8/1/97-8/19/98	\$492,543.00	\$478,543.00	\$0.00	\$478,543.00	\$9,106.63	\$9,106.63
Daniel J. Aaron, P.C.	7/14/97-8/19/98	\$56,300.00	\$55,300.00	\$0.00	\$55,300.00	\$770.10	\$770.10
Marine Midland Bank	10/21/97-8/25/98	\$73,179.75	\$0.00	\$0.00	\$0.00	\$2,512.91	\$0.00
Schulte Roth & Zabel LLP	7/23/97-8/20/98	\$1,104,737.50	\$1,104,737.50	\$0.00	\$1,104,737.50	\$62,546.67	\$56,452.89
Unofficial Committee of Secured Trade Vendors	7/14/97-9/22/98	\$450,000.00	\$450,000.00	\$0.00	\$450,000.00	\$0.00	\$0.00
Willkie Farr & Gallagher	7/14/97-8/19/98	\$2,254,438.50	\$2,252,878.00	\$0.00	\$2,252,878.00	\$300,495.31	\$296,787.78
Zolfo Cooper, LLC	7/14/97-8/20/98	\$2,580,214.50 ¹	\$2,580,214.50	\$0.00	\$2,580,214.50	\$168,342.52 ²	\$168,342.52

Date: 11/2/98 Initials: /s/ BRL

U.S.B.J.

¹ Includes \$17,000.00 of post 8/20/98 compensation.

² Includes \$3,000.00 of post 8/20/98 reimbursement.