

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

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**ORDER AUTHORIZING PAYMENT OF FINAL COMPENSATION
TO JONES LANG WOOTTON USA, INC., AS REAL ESTATE
BROKERS FOR DEBTORS AND DEBTORS IN POSSESSION**

Upon the Application of Jones Lang Wootton USA, Inc., as Real Estate Brokers for Debtors and Debtors in Possession, for Final Allowance of Compensation for Services Rendered, dated April 28, 1998 (the "Application"), for an order pursuant to 11 U.S.C. § 330 and Fed. R. Bankr. P. 2016 authorizing and affirming the payment of final compensation to Jones Lang Wootton USA, Inc. ("JLW"), and the exhibits annexed thereto, the affidavit of Richard J. Michaels sworn to April 23, 1998, the Certification Pursuant to Administrative Order Re: Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases dated April 23, 1998, the affidavit of Richard J. Michaels sworn to July 1, 1998 and the exhibits thereto, and the Memorandum of Law in Support of Application of Jones Lang Wootton USA, Inc., as Real Estate Broker for Debtors and Debtors in Possession, for Final Allowance of Compensation for Services Rendered, dated July 2, 1998; and the Court being

satisfied that (i) the compensation to be paid to JLW is less than the amount provided for in the compensation schedule set forth in the retention agreement (the "Retention Agreement") approved by order of this Court dated January 16, 1998, (ii) that except for the agreement between JLW and The Staubach Company anticipated in the Retention Agreement, there is no agreement or understanding between JLW and any person for a division of such compensation and (iii) the payment of the requested compensation is in the best interest of the estate of Alliance Entertainment Corp. ("Debtor"), its creditors and other parties in interest; and notice having been given in accordance with this Court's Order dated August 13, 1997 establishing administrative procedures in these cases; and hearings having been held to consider Application on May 21, 1998 and July 7, 1998, and no party having appeared in opposition to the Application; and it appearing that no other or further notice is required; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is granted to the extent set forth herein; and it is further

ORDERED that payment by the Debtor to JLW of final compensation in the amount of \$147,029.91 is approved; and it is further

ORDERED that such final compensation shall be allocated as follows: \$98,019.94 shall be paid by JLW to The Staubach

Company and \$49,009.97 shall be retained by JLW; and it is further

ORDERED that within ten days after this Order becomes final and non-appealable and is no longer the subject of any pending appeal, JLW shall return to Debtor the sum of \$7,738.41 representing the difference between the \$154,768.32 paid by Debtor to JLW on April 17, 1998 in accordance with the terms of the Retention Agreement and the final compensation of \$147,029.91 approved by this Order; and it is further

ORDERED that the release executed by The Staubach Company annexed as Exhibit A hereto is affirmed; and it is further

ORDERED that the Court shall retain exclusive jurisdiction over the Debtors, JLW and all other affected parties with respect to any dispute arising out of or relating to this Order or the implementation hereof.

Dated: New York, New York
September 14, 1998

/s/ Burton R. Lifland
UNITED STATES BANKRUPTCY JUDGE

The foregoing order is consented to:

RICHARDS & O'NEIL, LLP

By: /s/ Edward M. Fox

Edward M. Fox

Attorneys for Jones Lang Wootton USA, Inc.

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