

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

HEARING DATE: November 17, 1999  
HEARING TIME: 10:00 A.M.

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

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ORDER AWARDING FINAL ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES

Upon the application (the "Application") of the party set forth on the annexed schedule (the "Applicant") for allowance of compensation and reimbursement of expenses for professional services rendered and expenses incurred in the chapter 11 case of Concord Records, Inc. during the period commencing August 20, 1998 through August 18, 1999, inclusive; and a hearing (the "Hearing") having been held before this Court on November 17, 1999 to consider the Application; and notice of the Application 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 July 22, 1999 Order Confirming the Second Amended Plan of Reorganization of Concord Records, Inc.; and upon the objection of the United States Trustee (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 Application is finally granted to the extent set forth in the annexed schedule; and it is further

ORDERED, that, upon payment of outstanding quarterly fees owing by Concord Records, Inc. to the United States Trustee pursuant to 28 U.S.C. § 1930(a)(6) for the third quarter of 1999, Concord Records, Inc. is authorized and empowered to make all payments in accordance with the annexed schedule.

Dated: New York, New York  
November 17, 1999

**/s/ Burton R. Lifland**

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UNITED STATES BANKRUPTCY JUDGE

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

ALL FEE PERIODS

APPLICANT	PERIOD COVERED BY FEE APPLICATION	FEE REQUESTED	FEE ALLOWED (INCLUDING FEES HELD BACK)	FEES HELD BACK	FEE PAYABLE BY DEBTORS	EXPENSES REQUESTED	EXPENSES ALLOWED AND PAYABLE BY DEBTORS
Willkie Farr & Gallagher	8/20/98 - 8/18/99	\$149,711.00	\$149,711.00	\$0.00	\$149,711.00	\$27,891.34	\$27,891.34