

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: Case No. 99 B 11577 (PCB)
: AMERICAN BANKNOTE
CORPORATION, :
: Debtor. :
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ORDER GRANTING APPLICATION SEEKING FINAL ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
UNDER 11 U.S.C. § 330 AND FED. R. BANKR. P. 2016

Upon consideration of the applications of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps"), attorneys for American Banknote Corporation, debtor and debtor-in-possession in the above captioned Chapter 11 case ("ABN"), dated November 27, 2000; Schulte Roth & Zabel LLP, special counsel to ABN, dated October 12, 2000; August & Debouzy ("A&D"), special foreign counsel to ABN, dated November 29, 2000; Morgan, Lewis & Bockius LLP ("MLB"), special securities counsel to ABN, dated November 27, 2000, Andrews & Kurth LLP ("Andrews & Kurth"), counsel to the

official committee of equity security holders, dated November 27, 2000; Douglas J. Pick & Associates, counsel to Marie Parente, dated November 27, 2000; and Parker, Duryee, Rosoff & Haft P.C., counsel to Sussane Jonas, Roslyn Weitzen, Gerhard Hennig and Tilly Hennig, dated November 27, 2000 (collectively, the "Applications"), seeking final allowance of compensation and reimbursement of expenses under, inter alia, 11 U.S.C. § 330 and Fed. R. Bankr. P. 2016, filed in accordance with the Administrative Order regarding Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, entered June 24, 1991, as amended on April 19, 1995 (collectively, the "Administrative Orders"); and notice of the hearing to consider the Applications (the "Hearing") having been provided pursuant to the record made at the hearing on confirmation of ABN's reorganization plan held on November 3, 2000 and by written notice dated November 27, 2000; and Skadden, Arps and Andrews & Kurth having agreed to reduce their requests for fees and expenses by the amounts set for on the annexed Exhibit A (for each, as reduced, the "Modified Amount"); and an Objection Of The United States Trustee Regarding Applications For Final Compensation, dated December 10, 2000, having been filed (the "Objection"); and the Hearing having been held on December 14, 2000, at which time all interested parties were afforded an opportunity to be heard; and upon the record of the Hearing; and after due deliberation thereon; and good cause appearing therefor; it is hereby

ORDERED that the Applications be, and they hereby are, granted to the extent set forth in the annexed Exhibit A; and it is further

ORDERED that the reduction in the fee award to Skadden, Arps requested in the Objection be deemed subsumed in the Skadden, Arps Modified Amount; and it is further

ORDERED that ABN shall (i) make an initial payment to Skadden, Arps in respect of the Skadden, Arps Modified Amount by wire transfer of \$1,000,000 within one business day of the entry of this Order and (ii) issue a promissory note to Skadden, Arps for the remainder of the Modified Amount, payable in six equal installments on each of January 15, February 15, March 15, April 16, May 15, and June 15, 2001; and it is further

ORDERED that ABN shall release Skadden, Arps from any claim (as defined in 11 U.S.C. § 101(5)), whether known or unknown, foreseen or unforeseen, now existing or hereafter arising, in connection with Skadden, Arps' representation of ABN; and it is further

ORDERED that MLB's pre-petition claim for fees and expenses in the amount of \$623,402,80 (the "MLB Pre-Petition Claim") be, and hereby is, allowed as a general unsecured claim; provided, however, that if ABN shall pay to MLB the full amount of post-petition fees and expenses allowed as set forth in Exhibit A annexed hereto on or before December 29, 2000, the MLB Pre-Petition Claim may be satisfied by ABN's

payment to MLB of the sum of \$473,402.80 in 12 consecutive monthly installments commencing in the month that ABN's reorganization plan is consummated; and it is further

ORDERED that A&D's pre-petition claim for fees and expenses shall be, and it hereby is, allowed in the amount of \$100,000.

Dated: New York, New York
December 14 , 2000

/s/ Prudence Carter Beatty
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

CASE NUMBER: 99 B 11577 (PCB)

CASE NAME: In re American Banknote Corporation

FEES AND DISBURSEMENTS (APPLICATION PERIOD: DECEMBER 8, 1999 - NOVEMBER 3, 2000)									
APPLICANT	DATE AND DOCKET NO. OF APPLICATION	TOTAL FEES REQUESTED IN CASE	NEGOTIATED REDUCTION OF FEES REQUESTED	TOTAL FEES PREVIOUSLY AWARDED	TOTAL FEES ALLOWED AND PAYABLE IN CASE	TOTAL EXPENSES REQUESTED IN CASE	NEGOTIATED REDUCTION OF EXPENSES REQUESTED	TOTAL EXPENSES ALLOWED AND PAYABLE IN CASE	TOTAL FEES AND EXPENSES ALLOWED AND PAYABLE IN CASE
Skadden, Arps, Slate, Meagher & Flom LLP	11/27/00 (No. 311)	\$1,577,265.25	\$197,158.16	\$0	\$1,380,107.09	\$134,350.56	\$16,793.82	\$117,556.74	\$1,497,633.83
Morgan, Lewis & Bockius LLP	11/27/00 (No. 307)	\$324,641.00	-	\$0	\$324,641.00	\$14,511.00		\$14,511.00	\$339,152.00
August & Debouzy SCP	11/29/00 (No. 317)	\$136,908.00	-	\$0	\$136,908.00	18,673.00		18,673.00	\$155,581.00
Andrews & Kurth L.L.P.	11/27/00 (No. 309)	\$216,684.00	\$66,676.00	\$0	\$150,000.00	\$8,585.32		\$8,585.32	\$158,585.32
Douglas J. Pick & Associates	11/27/00 (No. 306)	\$10,000.00	-	\$0	\$10,000.00	\$405.81		\$405.81	\$10,405.81
Parker, Duryee, Rosoff & Haft P.C.	11/27/00 (No. 310)	\$10,000.00	-	\$0	\$10,000.00	\$356.56		\$356.56	\$10,356.56
GRAND TOTAL									\$2,219,799.73

SCHEDULE A

DATE: 12/14/00

INITIALS:(PCB)_USBJ