

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
In re : **Chapter 11 Case Nos.**
: :
BETHLEHEM STEEL CORPORATION, : **01-15288 (BRL) through**
et al. : **01-15302, 01-15308**
: **through 01-15315 (BRL)**
Debtors. : **(Jointly Administered)**
: :
-----X

**ORDER GRANTING INTERIM ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM OCTOBER 15, 2001 THROUGH JANUARY 31, 2002**

Upon consideration of the applications of (a) (i) Weil, Gotshal & Manges LLP, as attorneys for Bethlehem Steel Corporation and its affiliated debtors in the above-captioned cases (collectively, the “Debtors”), (ii) Greenhill & Co., LLC (“Greenhill”), as financial advisor for the Debtors, (iii) PricewaterhouseCoopers LLP (“PWC”), as accountant and tax auditor for the Debtors, (iv) Dewey Ballantine LLP, as special counsel for the Debtors, and (v), Skadden, Arps, Slate, Meagher & Flom LLP, as special counsel for the Debtors (collectively, the “Debtors’ Professionals”), and (b) (i) Kramer, Levin, Naftalis & Frankel, as counsel for the statutory creditors’ committee (the “Committee”), (ii) McDonald Investment, Inc. (“McDonald”), as investment banker and restructuring advisor for the Committee, and (iii) KPMG LLP-US and KPMG LLP-Canada (“KPMG”) as accountant for the Committee (collectively, the “Committee’s Professionals,” and together with the Debtors’ Professionals, the “Applicants”), seeking allowance of interim compensation for professional services rendered and reimbursement for actual and necessary expenses incurred in connection therewith in the above-captioned chapter 11

cases from October 15, 2001 through January 31, 2002 (collectively, the “Applications”); and due notice of the Applications having been provided and a hearing having been held on April 16, 2002 before this Court to consider the Applications (the “Hearing”); and the Office of the United States Trustee having filed an objection to certain of the Applications (the “UST Objection”); and certain Applicants having agreed to modify their requests for interim allowance of compensation and reimbursement of expenses in response to the UST Objection as reflected on the record of the Hearing; and it appearing that the requested compensation and expense reimbursement reflected in the Applications as modified on the record of the Hearing are reasonable; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that pursuant to section 331 of title 11, United States Code (the “Bankruptcy Code”), the requests for interim allowance of compensation and reimbursement of expenses of Greenhill, McDonald and PWC as modified on the record of the Hearing and reflected on Exhibit A hereto, are granted in full; and it is further

ORDERED that pursuant to section 331 of the Bankruptcy Code, the other Applicants’ requests for interim allowance and payment of compensation and reimbursement of expenses contained in their respective Applications as modified on the record of the Hearing are hereby granted in full, less in the case of each Applicant a twenty percent (20%) holdback (the “Holdback”) to the extent the Application does not already provide for such a Holdback, as set forth in Schedule A annexed hereto; and it is further

ORDERED that the Debtors are hereby authorized and directed upon the entry of this Order and receipt of appropriate wiring instructions from each of the Applicants to wire-transfer to each of Applicants the amount of fees and expenses allowed herein.

Dated: New York, New York
April 17, 2002

/s/Burton R. Lifland
UNITED STATES BANKRUPTCY JUDGE

Case Name: In re Bethlehem Steel Corporation, et al.

Case Number: 01-15288 through 01-15302; 01-15308 through 01-15315 (BRL)

CURRENT FEE PERIOD							
Applicant	App. Date and Docket #	Fees Requested	Fees Allowed	Fees Held Back	Fees Payable by Debtors	Expenses Requested	Expenses Allowed and Payable by Debtors
Weil, Gotshal & Manges LLP Counsel for Debtors	03/15/02 #404	\$1,244,298.00	\$1,244,298.00	\$311,074.50	\$1,244,298.00	\$94,412.05	\$94,078.69
Skadden, Arps, Slate, Meagher & Flom LLP Special Counsel for Debtors	03/15/02 #409	\$777,146.00	\$777,146.00	\$194,286.50	\$777,146.00	\$61,157.00	\$61,157.00
Dewey Ballantine, LLP Special Counsel for Debtors	03/15/02 #413	\$1,401,518.39	\$1,121,214.71	\$280,303.68	\$1,121,214.71	\$105,179.73	\$105,179.73
Greenhill and Co., LLC Financial Advisor for Debtor	03/15/02 #411	\$612,500.00	\$612,500.00	NONE	\$612,500.00	\$111,824.73	\$111,824.73
PricewaterhouseCoopers, LLP Accountant and Tax Auditor for Debtors	03/15/02 #405	\$152,800.00	\$152,800.00	NONE	\$152,800.00	\$11,672.24	\$11,540.38
Kramer Levin Naftalis & Frankel LLP Counsel to Committee	03/15/02 #407	\$428,763.00	\$428,763.00	\$107,191.00	\$428,763.00	\$42,271.48	\$42,271.48
McDonald Investment, Inc. Investment Banker and Restructuring Advisor for Committee	03/15/02 #408	\$450,000.00	\$450,000.00	NONE	\$450,000.00	\$24,579.00	\$24,579.00
KPMG LLP – US and KPMG LLP – Canada Accountant for Committee	03/15/02 #410	\$836,066.06	\$668,852.85	\$167,153.21	\$668,852.85	\$98,129.00	\$98,129.00

Date: 4/17/2002

Initials: /s/BRL USBJ