

**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 JUNE 1, 2002 THROUGH SEPTEMBER 30, 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) Credit Suisse First Boston (“CSFB”), as financial advisor for the Debtors, (iv) PricewaterhouseCoopers LLP (“PWC”), as accountant and tax auditor for the Debtors, (v) Dewey Ballantine LLP, as special counsel for the Debtors, (vi) Cravath, Swaine & Moore, as special counsel for the Debtors, and (vii), 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, (iii) McDermott, Will & Emery LLP, as special counsel for the Committee, and (iv) 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 June 1, 2002 through September 30, 2002 (collectively, the “Applications”); and due notice of the Applications having been provided and a hearing having been held on December 23, 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 the Bankruptcy Code, the 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, all as set forth on Schedule A annexed hereto; and it is further

ORDERED that the Debtors are authorized to remit payment of 75% of the Holdback for the compensation period February 1, 2002 through May 31, 2002 as set

forth on Schedule A annexed hereto, without prejudice to the right of such Applicants to seek payment of the balance of such Holdback at a later time; 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 that have not heretofore been paid.

Dated: New York, New York  
December 23, 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: June 1, 2002 through September 30, 2002

Applicant	App. Date and Docket #	Fees Incurred	Fees Requested (100%)	Fees Allowed (80%)	Fee Holdback for Third Interim Period (20% )	75% of Holdback For Second Interim Period	Total Fees Payable by Debtors	Expenses Incurred	Expenses Allowed and Payable by Debtors
Weil, Gotshal & Manges LLP Counsel for Debtors	11/15/02 #859	\$1,935,385.55	\$1,927,725.05	\$1,542,180.04	\$385,545.01	\$225,521.18	\$1,767,701.22	\$102,466.70	\$101,675.17
Skadden, Arps, Slate, Meagher & Flom LLP Special Counsel for Debtors	11/15/02 #862	1,432,565.00	1,432,565.00	1,146,052.00	286,513.00		1,146,052.00	60,403.00	60,403.00
Dewey Ballantine, LLP Special Counsel for Debtors	11/14/02 #855	1,352,273.41	1,352,273.41	1,081,818.73	270,454.68		1,081,818.73	52,741.48	52,741.48
Greenhill and Co., LLC Financial Advisor for Debtors	11/15/02 #861	662,500.00	662,500.00	662,500.00 (Fixed Fee)	NONE		662,500.00	15,576.14	15,576.14
Credit Suisse First Boston Financial Advisor for Debtors	11/15/02 #857	382,258.00	382,258.00	382,258.00 (Fixed Fee)	NONE		382,258.00	27,884.78	27,884.78
McDermott, Will & Emery LLP Special Counsel to Committee	11/15/02 #858	102,734.75	102,067.25	81,653.80	20,413.45		81,653.80	8,859.91	8,859.91
Cravath, Swaine & Moore Special Counsel for Debtor	not yet filed	135,733.00	135,733.00	102,974.40	25,743.60			5,842.22	5,842.22
PricewaterhouseCoopers, LLP Accountant and Tax Auditor for Debtors	11/15/02 #860	371,300.00	371,300.00	371,300.00 (Fixed Fee)	NONE		371,300.00	17,780.29	17,780.29
Kramer Levin Naftalis & Frankel LLP Counsel to Committee	11/15/02 #863	402,132.00	396,164.00	316,931.20	79,232.80	44,412.98	361,344.18	27,362.92	27,323.98
McDonald Investment, Inc. Investment Banker and Restructuring Advisor for Committee	11/14/02 #853	400,000.00	400,000.00	400,000.00 (Fixed Fee)	NONE		400,000.00	32,175.00	32,175.00
KPMG LLP – US and KPMG LLP – Canada Accountant for Committee	11/15/02 #864	567,303.00	567,303.00	453,842.40	113,460.60	92,349.00	546,191.40	17,527.00	17,527.00

DATED: 12/23/2002

INITIALS: /s/BRL USBJ