

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

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

**ORDER GRANTING FINAL ALLOWANCES OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM OCTOBER 15, 2001 THROUGH OCTOBER 22, 2003**

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) PricewaterhouseCoopers LLP (“PWC”), as accountant and tax auditor for the Debtors, (iii) Dewey Ballantine LLP, as special counsel for the Debtors, (iv) Cravath, Swaine & Moore (“Cravath”), as special counsel for the Debtors, (v), Skadden, Arps, Slate, Meagher & Flom LLP, as special counsel for the Debtors, and (vi) Gazes & Associates LLP, as preference counsel for the Debtors (collectively, the “Debtors’ Professionals”), (b) Drinker Biddle & Reath LLP (“DB&R”), as counsel to the official committee of retirees, (c) Potok, Campbell and Co., LLC (“Potok”), as financial advisor to the United Steelworkers of America, and (d) (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, Potok, and DB&R, the “Applicants”), seeking allowance of 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, 2003 through October 22, 2003 (the “Sixth Interim Period”), as applicable, and final allowance of 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 October 22, 2003 (the “Final Compensation Period”) (collectively, the “Applications”); and due notice of the Applications having been provided; and a hearing having been held on December 18, 2003 before this Court to consider the Applications (the “Hearing”); and no objections to the Applications having been filed; and it appearing that the requested compensation and expense reimbursement reflected in the Applications are reasonable; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that pursuant to sections 330 and 331 of the Bankruptcy Code, the Applicants’ requests for allowance and payment of compensation and reimbursement of expenses contained in their respective Applications for the Sixth Interim Period, as applicable, are hereby granted in full, as set forth on Schedule “A” annexed hereto; and it is further

ORDERED that pursuant to sections 330 and 331 of the Bankruptcy Code, the Applicants’ requests for final allowance and payment of compensation and reimbursement of expenses contained in their respective Applications for the Final

Compensation Period are hereby granted in full, as set forth on Schedule "A" annexed hereto; and it is further

ORDERED that with respect to Applicants who have requested the payment of professional fees incurred in these chapter 11 cases previously held back (each a "Holdback"), the Debtors are authorized to remit payment in respect of such Holdbacks as set forth on Schedule "A" annexed hereto; and it is further

ORDERED that WG&M and Cravath are authorized to apply the full amount of any retainer to partially satisfy amounts due and owing pursuant to this Order; and it is further

ORDERED that the Debtors are hereby authorized and directed upon the entry of this Order to remit payment to each Applicant the amount of fees and expenses allowed herein that have not heretofore been paid.

Dated: New York, New York
December 18, 2003

/s/Burton R. Lifland
UNITED STATES BANKRUPTCY JUDGE

Applicant	App. Date and Docket #	Fees Allowed (6th Interim Period)	Expenses Allowed (6th Interim Period)	Total Fees Allowed (Final Compensation Period)	Total Expenses Allowed (Final Compensation Period)	Holdback Amount Due (10/15/01 - 9/30/03)	Net Holdback Amount Due After Application of Retainer
Weil, Gotshal & Manges LLP Counsel for Debtors	11/21/03 #1719	\$1,957,298.00	\$86,616.59	\$12,332,105.55	\$653,824.03	\$1,123,307.02	\$103,274.88
Skadden, Arps, Slate, Meagher & Flom LLP Special Counsel for Debtors	11/13/03 #1686	N/A	N/A	\$4,654,492.50	\$221,324.00	\$921,495.30	\$921,495.30
Dewey Ballantine, LLP Special Counsel for Debtors	11/14/03 #1688	N/A	N/A	\$5,278,003.69	\$303,645.89	\$1,045,833.66	\$1,045,833.66
McDermott, Will & Emery LLP Special Counsel to Committee	11/21/03 #1714	\$257.00	\$94.26	\$409,255.75	\$24,876.08	\$41,594.57	\$41,594.57
Cravath, Swaine & Moore Special Counsel for Debtor	11/13/03 #1677	\$1,809.60	\$101.80	\$677,472.50	\$15,613.03	\$135,404.02	\$35,404.02
PricewaterhouseCoopers, LLP Accountant and Tax Auditor for Debtors	11/14/03 #1690	\$207,000.00 (fixed fee)	\$2,431.11	\$1,439,167.20	\$48,427.58	\$11,850.10	\$11,850.10
Kramer Levin Naftalis & Frankel LLP Counsel to Committee	11/21/03 #1711	\$150,550.70	\$7,943.20	\$2,240,488.20	\$173,770.34	\$163,374.06	\$163,374.06
McDonald Investment, Inc. Investment Banker and Restructuring Advisor for Committee	11/20/03 #1706	\$150,000.00 (Conclusion Fee) ¹	N/A	\$2,100,000.00	\$133,478.00	N/A	N/A
KPMG LLP - US and KPMG LLP - Canada Accountant for Committee	11/20/03 #1708	\$37,545.00	\$1,502.00	\$2,999,841.00	\$191,791.00	\$188,678.50	\$188,678.50
Drinker Biddle & Reath LLP Counsel to Retiree Committee	11/13/03 #1678	\$48,962.00	\$780.99	\$311,297.60	\$12,472.32	\$41,341.28	\$41,341.28
Gazes & Associates LLP Preference Counsel to Debtors	11/14/03, #1692, 1748	\$64,205.25	\$9,771.39	\$64,205.25	\$9,771.39	\$11,989.90	\$11,989.90
Potok, Campbell and Co., LLC Financial Advisor to USWA	11/14/03 #1691	N/A	N/A	\$2,500,000.00 (success fee)	N/A	N/A	N/A

Dated: 12/18/2003 Initials: /s/BRL

The Conclusion Fee will be deducted from the recovery to general unsecured creditors.