

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

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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)
	:	
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**ORDER GRANTING APPLICATIONS OF ORDINARY
COURSE PROFESSIONALS VENABLE LLP AND MACLACHLAN LAW
OFFICES LLC FOR ALLOWANCE OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT
OF ACTUAL AND NECESSARY EXPENSES INCURRED**

Upon consideration of the applications of (i) Venable LLP and (ii) MacLachlan Law Offices LLC (together, the “Applicants”), each as attorneys for Bethlehem Steel Corporation and its affiliated debtors in the above-captioned cases (collectively, the “Debtors”) retained pursuant to that certain Order Pursuant to Sections 327 and 328 of the Bankruptcy Code Authorizing Employment of Professionals Utilized in the Ordinary Course of Business, dated October 15, 2001, 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, 2002 through June 30, 2002 and October 15, 2001 through March 31, 2002, respectively (together, the “Compensation Periods”) (together, the “Applications”); and due notice of the Applications having been provided; and a hearing having been held on February 26, 2004 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 are hereby granted in full, all as set forth on 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 that have not heretofore been paid.

Dated: New York, New York
February 26, 2004

/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

Applicant	App. Date and Docket #	Total Fees Incurred	Total Expenses Incurred	Subtotal (Fees + Expenses)	Amount Paid Pursuant to Court Order	Fees Held Back Pursuant to Court Order	Expenses Held Back Pursuant to Court Order	Total Fees and Expenses Payable by Debtors
Venable LLP Ordinary Course Professional for Debtors	12/16/03 #1774	\$50,794.50	\$4,960.96	\$55,755.46	\$30,000.00	\$20,794.50	\$4,960.96	\$25,755.46
MacLachlan Law Offices LLC Ordinary Course Professional for Debtors	12/12/03 #1862	\$229,003.55	\$6,841.82	\$235,845.37	\$180,000.00	\$49,003.55	\$6,841.82	\$55,845.37

Dated: 2/26/2004

Initials: /s/BRL USBJ