

EXHIBIT “A”

DRINKER BIDDLE & REATH LLP
 A Pennsylvania Limited Liability Partnership
 500 Campus Drive
 Florham Park, New Jersey 07932-1047
 (973) 360-1100
 Attorneys for Official Section 1114 Committee
 of Bethlehem Steel Retirees
 A. Dennis Terrell (AT 8331)

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
	:	
BETHLEHEM STEEL CORPORATION,	:	Cases Nos. 01-15288 through
<u>et al.</u>	:	01-15302, 01-15308 through
	:	01-15315 (BRL)
Debtors.	:	
	:	Jointly Administered
	:	
	:	
	:	
	:	

**CERTIFICATION UNDER THE GUIDELINES FOR FEES
 AND DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF
 FINAL APPLICATION OF DRINKER BIDDLE & REATH LLP
 FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, A. Dennis Terrell, hereby certify that:

1. I am a member of the applicant firm, Drinker Biddle & Reath LLP (“Drinker Biddle”), with responsibility for the Official Section 1114 Committee of Bethlehem Steel Retirees (the “Retirees Committee”) of Bethlehem Steel Corporation and certain of its direct subsidiaries, as debtors and debtors-in-possession in these chapter 11 cases (collectively, the “Debtors”), in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing

Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330, adopted on January 30, 1996 (the “UST Guidelines”) and the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals (the “Administrative Order” and, collectively with the Local Guidelines and UST Guidelines, the “Guidelines”).

2. This certification is made in respect of Drinker Biddle’s application, dated November 13, 2003 (the “Application”), for interim compensation and reimbursement of expenses for the period commencing June 1, 2003 through and including October 22, 2003 (the “Final Interim Fee Period”) in accordance with the Guidelines.

3. In respect of section B.1 of the Local Guidelines, I certify that:

a. I have read the Application;

b. to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;

c. the fees and disbursements sought are billed at rates in accordance with practices customarily employed by Drinker Biddle and generally accepted by Drinker Biddle’s clients;

d. in providing a reimbursable service, Drinker Biddle does not make a profit on that service, whether the service is performed by Drinker Biddle in-house or through a third party.

4. In respect of section B.2 of the Local Guidelines and as required by the Administrative Order, I certify that Drinker Biddle has complied with the provision requiring it to provide the appropriate notice to parties, on a monthly basis, with a statement of Drinker Biddle’s fees and disbursements accrued during the previous month.

5. In respect of section B.3 of the Local Guidelines, I certify that the Debtors, counsel for the Debtors, the United States Trustee for the Southern District of New York, the

Chairperson of the Official Committee for Unsecured Creditors, counsel for the Official Committee for Unsecured Creditors, and the members of the Joint Fee Review Committee are each being provided with a copy of the Application.

Dated: November 13, 2003
Florham Park, New Jersey

/s/ A. Dennis Terrell
A. Dennis Terrell

EXHIBIT “B”

**SERVICES RENDERED BY DRINKER BIDDLE & REATH LLP
FOR THE PERIOD OF JUNE 1, 2003 THROUGH OCTOBER 22, 2003**

Partners	Dept.	Year Admitted	Billing Rate	Hours	Amount
A. Dennis Terrell	B&F/F&R	NJ – 1967 NY – 1982	\$460.00	71.50	\$ 32,890.00
Total				71.50	\$ 32,890.00

Associates	Dept.	Year Admitted	Billing Rate	Hours	Amount
Frank F. Velocci*	B&F/F&R	NJ – 1999 NY – 2000	\$265.00	17.70	\$ 4,690.50
			\$255.00	37.80	\$ 9,639.00
Marita S. Erbeck	B&F/F&R	NJ – 2002 NY – 2003	\$205.00	8.50	\$ 1,742.50
Total				64.0	\$ 16,072.00

Total Partners	71.50	\$ 32,890.00
Total Associates	64.0	\$ 16,072.00
Total Firm	135.50	\$ 48,962.00

B&F/F&R – Business & Finance Department/Finance & Restructuring
B&F/HC – Business & Finance Department/Healthcare

* Note that the Billing Rate for Frank F. Velocci changed during the Second Interim Fee Period from \$255.00 to \$265.00 per hour.

EXHIBIT “C”

**SCHEDULE OF DISBURSEMENTS
FOR THE PERIOD OF JUNE 1, 2003 THROUGH OCTOBER 22, 2003**

<u>DISBURSEMENTS</u>	<u>AMOUNT</u>
Duplication/Photocopying	\$ 357.90
Telecommunication Services	64.08
Telecopier/Fax Charges	43.00
Federal Express	115.25
Travel Expenses	200.76
TOTAL	\$ 780.99

EXHIBIT “D”

BETHLEHEM STEEL OFFICIAL SECTION 1114
COMMITTEE OF RETIREES
UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK
ONE BOWLING GREEN, NY 10004-1408

INVOICE NUMBER: *****
INVOICE DATE: 11/12/03
CLIENT NUMBER: 43797
MATTER NUMBER: 179174
PAGE: 1

Re: BETHLEHEM STEEL BANKRUPTCY

FOR PROFESSIONAL SERVICES RENDERED THROUGH 22 October 2003

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
06/02/03	VELOCCI, F	B105	Telephone conferences with numerous retirees regarding claims notice.	1.40	255.00	357.00
06/02/03	VELOCCI, F	B116	Telephone conference with Mr. Van Vliet regarding proof of claim inquires and notice to retirees.	.40	255.00	102.00
06/02/03	ERBECK, MS	B106	Prepare Second Interim Fee Application.	1.80	205.00	369.00
06/03/03	VELOCCI, F	B105	Telephone conferences with numerous retirees regarding claims notice.	1.60	255.00	408.00
06/03/03	VELOCCI, F	B116	Telephone conference with Mr. Van Vliet regarding proof of claim notice to retirees.	.70	255.00	178.50
06/04/03	TERRELL, A	B105	Telephone conferences with and e-mail communications from and to retirees regarding proof of claim and COBRA benefits.	.80	460.00	368.00
06/04/03	VELOCCI, F	B116	Review correspondence of Mr. Van Vliet regarding claims notice.	.40	255.00	102.00
06/04/03	VELOCCI, F	B105	Telephone conferences with numerous retirees regarding claims notice.	1.60	255.00	408.00

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 2

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
06/05/03	TERRELL, A	B105	Telephone conferences with and e-mail communications from and to retirees regarding proof of claim.	.60	460.00	276.00
06/06/03	VELOCCI, F	B116	Telephone conference with Mr. Van Vliet regarding claims notice correspondence to retirees.	.60	255.00	153.00
06/06/03	VELOCCI, F	B105	Telephone conferences with numerous retirees regarding claims notice.	1.30	255.00	331.50
06/09/03	TERRELL, A	B105	Telephone conferences with and e-mail communications from and to retirees regarding completion of proof of claim form.	1.20	460.00	552.00
06/10/03	VELOCCI, F	B116	Telephone conference with Mr. Van Vliet regarding proof of claim instructions to retirees.	.50	255.00	127.50
06/10/03	TERRELL, A	B105	Telephone conferences with and e-mail communications from and to retirees regarding proof of claim.	1.20	460.00	552.00
06/11/03	VELOCCI, F	B116	Telephone conference with Mr. Van Vliet regarding proof of claim instructions.	.40	255.00	102.00
06/11/03	VELOCCI, F	B105	Telephone conference with Mr. Davis regarding proof of claim instructions.	.30	255.00	76.50
06/12/03	VELOCCI, F	B105	Review trust information forwarded by Mr. Davis for insurance program.	.40	255.00	102.00
06/12/03	TERRELL, A	B105	Telephone conference calls with Mr. Bruce Davis and Mr. Van Vliet regarding Section 509 VEBA Trust.	.50	460.00	230.00

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 3

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
06/12/03	VELOCCI, F	B105	Review correspondence from Mr. Davis.	.30	255.00	76.50
06/13/03	VELOCCI, F	B105	Telephone conferences with numerous retirees regarding claims notice.	1.00	255.00	255.00
06/13/03	VELOCCI, F	B105	Review correspondence from Mr. Davis regarding PBGC pension program.	.10	255.00	25.50
06/13/03	VELOCCI, F	B105	Review information mailed to retirees from PBGC regarding pension program.	.40	255.00	102.00
06/16/03	VELOCCI, F	B116	Telephone conference with Mr. Van Vliet regarding PBGC information and claims notice.	.50	255.00	127.50
06/17/03	TERRELL, A	B116	Telephone conference with Mr. Bruce Davis regarding REBCO VEBA.	.30	460.00	138.00
06/17/03	TERRELL, A	B104	Telephone conferences with and e-mail communications from and to numerous retirees regarding proof of claim form.	1.00	460.00	460.00
06/17/03	TERRELL, A	B105	Review of PBGC form letter.	.30	460.00	138.00
06/18/03	VELOCCI, F	B106	Draft monthly fee statement.	.40	255.00	102.00
06/18/03	ERBECK, MS	B106	Prepare Second Interim Fee Application.	2.00	205.00	410.00
06/19/03	ERBECK, MS	B106	Prepare Second Interim Fee Application.	2.80	205.00	574.00

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 4

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
06/19/03	TERRELL, A	B105	Telephone conferences with and e-mail communications from and to retirees regarding COBRA termination date.	.40	460.00	184.00
06/19/03	TERRELL, A	B115	Correspondence to Mr. George Davis regarding payment of fees.	.30	460.00	138.00
06/19/03	TERRELL, A	B106	Review Second Interim Fee Application on behalf of Drinker Biddle & Reath.	.30	460.00	138.00
06/19/03	TERRELL, A	B104	Telephone conferences with and e-mail communications from and to retirees regarding proof of claim form.	.40	460.00	184.00
06/20/03	TERRELL, A	B118	Review of Operating Report for May 2003.	.20	460.00	92.00
06/20/03	TERRELL, A	B116	Correspondence to Section 1114 Committee members forwarding Operating Report for May 2003.	.10	460.00	46.00
06/20/03	TERRELL, A	B104	Telephone conferences with retirees regarding proof of claim form.	.60	460.00	276.00
06/20/03	TERRELL, A	B116	Telephone conference with Mr. Bruce Davis regarding proof of claim response.	.30	460.00	138.00
06/20/03	VELOCCI, F	B103	Review Monthly Operating Report.	.40	255.00	102.00
06/20/03	ERBECK, MS	B106	Review and revise Second Interim Fee Application; confer with A.D. Terrell regarding same.	.30	205.00	61.50

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 5

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
06/24/03	VELOCCI, F	B105	Telephone conferences with numerous retirees regarding proof of claim.	.80	255.00	204.00
06/26/03	ERBECK, MS	B106	Review and revise Second Interim Fee Application; electronically file and serve same.	1.60	205.00	328.00
06/30/03	TERRELL, A	B104	Telephone conferences with and e-mail communications from and to numerous retirees regarding proof of claim.	.80	460.00	368.00
07/01/03	VELOCCI, F	B105	Numerous telephone conferences with retirees regarding proof of claim.	.50	255.00	127.50
07/07/03	TERRELL, A	B104	Telephone conferences with and e-mail communications from and to retirees regarding proof of claim information and inquiries.	.80	460.00	368.00
07/08/03	TERRELL, A	B104	Telephone conferences with and e-mail communications from and to retirees regarding proof of claim form.	.40	460.00	184.00
07/09/03	VELOCCI, F	B105	Numerous telephone conferences with retirees regarding proof of claim.	.40	255.00	102.00
07/10/03	TERRELL, A	B105	Telephone conference with retiree regarding insurance issues.	.20	460.00	92.00
07/10/03	TERRELL, A	B104	Telephone conferences with retirees regarding proof of claim form.	.40	460.00	184.00

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 6

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
07/14/03	VELOCCI, F	B116	Telephone conference with Mr. Van Vliet regarding claims and insurance issues.	.50	255.00	127.50
07/14/03	VELOCCI, F	B105	Numerous telephone conferences with retirees regarding PBGC.	1.30	255.00	331.50
07/15/03	VELOCCI, F	B105	Numerous telephone conferences with retirees regarding PBGC.	.50	255.00	127.50
07/16/03	TERRELL, A	B105	Telephone conferences with retirees regarding non-payment of certain health claims.	.40	460.00	184.00
07/17/03	VELOCCI, F	B106	Draft monthly fee statement.	.20	255.00	51.00
07/17/03	TERRELL, A	B105	Review correspondence regarding tax credit issue.	.30	460.00	138.00
07/18/03	TERRELL, A	B105	Telephone conferences with retirees regarding unpaid medical claims.	.60	460.00	276.00
07/18/03	VELOCCI, F	B106	Review objection of the United States Trustee.	.10	255.00	25.50
07/21/03	TERRELL, A	B116	Correspondence to the Section 1114 Committee Members forwarding Monthly Operating Statement for the Period June 1 to June 30, 2003.	.10	460.00	46.00
07/21/03	VELOCCI, F	B103	Review third omnibus objection to claims.	.20	255.00	51.00
07/21/03	VELOCCI, F	B103	Review June Monthly Operating Report.	.30	255.00	76.50

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 7

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
07/21/03	TERRELL, A	B119	Review fee application on behalf of Drinker Biddle & Reath in preparation for fee application hearing.	.40	460.00	184.00
07/21/03	TERRELL, A	B118	Review Bethlehem Steel Monthly Operating Statement for the Period June 1 to June 30, 2003.	.30	460.00	138.00
07/22/03	TERRELL, A	B119	Travel to and from New York City for hearing on fee applications (50% deducted); attendance at hearing on fee applications.	2.60	460.00	1,196.00
07/22/03	TERRELL, A	B116	Telephone conference with Mr. Bruce Davis regarding National Steel/NEBCO agreement.	.30	460.00	138.00
07/22/03	TERRELL, A	B118	Review of filed order granting allowances.	.10	460.00	46.00
07/22/03	VELOCCI, F	B105	Telephone conferences with retirees regarding PBGC notices.	.50	255.00	127.50
07/22/03	VELOCCI, F	B105	Confer with A.D. Terrell regarding possible motion to secure tax credit.	.30	255.00	76.50
07/23/03	VELOCCI, F	B116	Telephone conference with Mr. Van Vliet and Mr. Davis regarding National Steel qualifying a plan for the tax credit.	.50	255.00	127.50
07/23/03	VELOCCI, F	B106	Review fee order.	.10	255.00	25.50
07/24/03	VELOCCI, F	B105	Review National Steel motion to terminate benefits for discussion of program for tax credit.	.80	255.00	204.00

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 8

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
07/24/03	VELOCCI, F	B105	Telephone conferences with retirees regarding health and pension claims.	.70	255.00	178.50
07/25/03	VELOCCI, F	B115	Correspondence to Mr. Davis regarding tax credit.	1.20	255.00	306.00
07/25/03	VELOCCI, F	B105	Telephone conference with Mr. Hanlon regarding National Steel termination procedure.	.50	255.00	127.50
07/25/03	VELOCCI, F	B105	Confer with A.D. Terrell regarding correspondence to Bethlehem for national tax credit.	.20	255.00	51.00
07/25/03	VELOCCI, F	B105	Numerous telephone conferences with Mr. Davis regarding national tax credit.	.40	255.00	102.00
07/30/03	TERRELL, A	B105	Telephone conferences with three Bethlehem Steel retirees regarding insurance benefits.	.60	460.00	276.00
07/31/03	TERRELL, A	B111	Review of Disclosure Statement and Plan of Liquidation.	2.30	460.00	1,058.00
07/31/03	TERRELL, A	B116	Correspondence to the Section 1114 Committee members forwarding Disclosure Statement and Plan of Liquidation.	.20	460.00	92.00
08/01/03	TERRELL, A	B105	Telephone conferences with retirees regarding extension of COBRA benefits.	.80	460.00	368.00
08/01/03	TERRELL, A	B105	Review memorandum regarding extension of COBRA benefits.	.30	460.00	138.00

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 9

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
08/04/03	TERRELL, A	B111	Telephone conference call with members of the Section 1114 Committee regarding Plan and Disclosure Statement.	.40	460.00	184.00
08/04/03	TERRELL, A	B111	Confer with F.F. Velocci regarding Plan and possible objection.	.30	460.00	138.00
08/05/03	VELOCCI, F	B111	Review Disclosure Statement and Plan of Reorganization; confer with A.D. Terrell regarding same.	1.20	255.00	306.00
08/05/03	VELOCCI, F	B105	Telephone conferences with retirees regarding COBRA coverage.	.40	255.00	102.00
08/05/03	TERRELL, A	B111	Confer with F.F. Velocci regarding potential objection to the Plan and Disclosure Statement.	.30	460.00	138.00
08/06/03	TERRELL, A	B105	Telephone conference call with the Section 1114 Committee members regarding extension of COBRA benefits.	.40	460.00	184.00
08/06/03	VELOCCI, F	B103	Continue reviewing Disclosure Statement and Plan of Reorganization.	.50	255.00	127.50
08/06/03	VELOCCI, F	B105	Review reports of ISG's decision to extend COBRA.	.30	255.00	76.50
08/08/03	TERRELL, A	B105	Telephone conferences with Mr. Hoover and Mr. Sardalli regarding benefit issues.	.60	460.00	276.00
08/11/03	TERRELL, A	B111	Confer with F.F. Velocci regarding objections to Disclosure Statement.	.30	460.00	138.00
08/11/03	TERRELL, A	B111	Review of Disclosure Statement.	.70	460.00	322.00

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 10

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
08/11/03	TERRELL, A	B118	Review ISG IPO prospectus.	.80	460.00	368.00
08/11/03	TERRELL, A	B111	Review of notice of hearing on Disclosure Statement and other applications and Ballots.	.60	460.00	276.00
08/11/03	VELOCCI, F	B103	Review motion to approve Disclosure Statement and establish objection procedures.	.50	255.00	127.50
08/11/03	VELOCCI, F	B105	Draft correspondence to Mr. Davis regarding Disclosure Statement and Plan.	1.00	255.00	255.00
08/11/03	VELOCCI, F	B105	Telephone conferences with retirees regarding notice of hearing to consider Disclosure Statement.	.40	255.00	102.00
08/12/03	VELOCCI, F	B116	Telephone conference with Mr. Van Vliet regarding Plan and Disclosure Statement.	.50	255.00	127.50
08/12/03	VELOCCI, F	B115	Revise correspondence to Mr. Davis regarding Plan and Disclosure Statement.	.30	255.00	76.50
08/12/03	VELOCCI, F	B105	Confer with A.D. Terrell regarding Disclosure Statement and possible complaint to compel sponsorship of insurance plan.	.40	255.00	102.00
08/12/03	TERRELL, A	B115	Review correspondence to Mr. George Davis regarding payments for COBRA participants.	.30	460.00	138.00

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 11

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
08/12/03	TERRELL, A	B105	Confer with F.F. Velocci regarding complaint and order to show cause to compel Bethlehem sponsorship for Trade Act tax benefit.	.40	460.00	184.00
08/13/03	TERRELL, A	B111	Review Plan and Disclosure Statement in preparation for conference call with Section 1114 Committee members.	.70	460.00	322.00
08/13/03	TERRELL, A	B111	Telephone conferences with retirees regarding Disclosure Statement hearing.	.80	460.00	368.00
08/13/03	TERRELL, A	B116	Telephone conference call with Section 1114 Committee members regarding Plan and Disclosure Statement.	.60	460.00	276.00
08/13/03	VELOCCI, F	B105	Confer with A.D. Terrell regarding conference call with Section 1114 Committee and Disclosure Statement.	.40	255.00	102.00
08/13/03	VELOCCI, F	B105	Telephone conferences with retirees regarding notice of hearing to consider Disclosure Statement.	.50	255.00	127.50
08/13/03	VELOCCI, F	B117	Telephone conference with Section 1114 Committee members and A.D. Terrell regarding Disclosure Statement, Plan and NEBCO benefits.	.50	255.00	127.50
08/13/03	VELOCCI, F	B105	Review Disclosure Statement, Plan and benefits file in preparation for Section 1114 Committee conference call.	.70	255.00	178.50

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 12

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
08/14/03	TERRELL, A	B111	Telephone conferences with retirees regarding hearing on Disclosure Statement.	.70	460.00	322.00
08/14/03	TERRELL, A	B118	Review article regarding Canadian prescription drugs.	.30	460.00	138.00
08/18/03	TERRELL, A	B105	Review inquiries from retirees and respond to same.	.60	460.00	276.00
08/18/03	TERRELL, A	B106	Correspondence to Mr. George Davis forwarding monthly fee statement of Drinker Biddle & Reath LLP.	.10	460.00	46.00
08/18/03	TERRELL, A	B106	Review of monthly fee statement.	.30	460.00	138.00
08/19/03	TERRELL, A	B111	Review objections of certain retirees to Disclosure Statement.	.40	460.00	184.00
08/19/03	VELOCCI, F	B105	Review correspondence of Mr. Davis regarding COBRA information from ISG; confer with A.D. Terrell regarding same.	.30	255.00	76.50
08/19/03	TERRELL, A	B116	Telephone conference with Mr. Bruce Davis regarding list of COBRA retirees.	.30	460.00	138.00
08/20/03	TERRELL, A	B116	Correspondence to Section 1114 Committee members forwarding Monthly Operating Statement for the Period July 1 to July 31, 2003.	.10	460.00	46.00
08/20/03	VELOCCI, F	B103	Review July Monthly Operating Statement.	.30	255.00	76.50
08/20/03	TERRELL, A	B118	Review Monthly Operating Statement for the Period July 1 to July 31, 2003.	.20	460.00	92.00

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 13

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
08/21/03	TERRELL, A	B111	Respond to inquiries from retirees regarding Plan.	.80	460.00	368.00
08/22/03	TERRELL, A	B105	Confer with F.F. Velocci regarding Bethlehem Steel's response to request to sponsor WEBCO plan.	.40	460.00	184.00
08/22/03	TERRELL, A	B111	E-mail communications to Bethlehem Steel retirees regarding Disclosure Statement and potential objection.	.60	460.00	276.00
08/22/03	VELOCCI, F	B115	Telephone conference with Ms. Tong.	.20	255.00	51.00
08/22/03	VELOCCI, F	B105	Confer with A.D. Terrell regarding telephone conference with Ms. Tong and strategy regarding tax credit.	.20	255.00	51.00
08/22/03	VELOCCI, F	B115	Telephone conference with Ms. Tong regarding tax credit proposal, objection to Disclosure Statement and group proofs of claim.	.30	255.00	76.50
08/25/03	VELOCCI, F	B111	Telephone conference with Ms. Tong regarding Disclosure Statement; draft correspondence to Ms. Tong regarding same.	.30	255.00	76.50
08/25/03	VELOCCI, F	B105	Begin drafting complaint for injunctive relief.	2.00	255.00	510.00
08/25/03	TERRELL, A	B111	Confer with F.F. Velocci regarding objection to procedure in Disclosure Statement to pay COBRA claimants.	.40	460.00	184.00
08/25/03	TERRELL, A	B111	E-mail communications to retirees in response to inquiries regarding Disclosure Statement.	.60	460.00	276.00

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 14

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
08/25/03	TERRELL, A	B105	Confer with F.F. Velocci regarding complaint and order to show cause regarding NEBCO endorsement.	.40	460.00	184.00
08/25/03	VELOCCI, F	B111	Draft objection to Disclosure Statement; confer with A.D. Terrell regarding same.	1.50	255.00	382.50
08/26/03	VELOCCI, F	B105	Telephone conference with Mr. Davis regarding response of Bethlehem to tax credit proposal.	.40	255.00	102.00
08/26/03	VELOCCI, F	B115	Telephone conference with Ms. Tong regarding objections to Disclosure Statement; confer with A.D. Terrell regarding same.	.30	255.00	76.50
08/26/03	VELOCCI, F	B105	Telephone conference with Mr. Gilday regarding tax credit.	.70	255.00	178.50
08/26/03	TERRELL, A	B111	Review proposed amendments to Disclosure Statement regarding group proof of claim.	.20	460.00	92.00
08/26/03	TERRELL, A	B111	Three conferences with F.F. Velocci regarding revisions to sections of Disclosure Statement pertaining to COBRA claimants and group proof of claim.	.60	460.00	276.00
08/27/03	VELOCCI, F	B105	Telephone conference with Mr. Gilday from NEBCO.	.40	255.00	102.00
08/27/03	TERRELL, A	B116	Telephone conferences with Mr. Van Vliet and Mr. Bruce Davis regarding NEBCO status and Disclosure Statement issues.	.80	460.00	368.00

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 15

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
08/27/03	TERRELL, A	B118	Review Amended Operating Reports for March and April.	.20	460.00	92.00
08/28/03	TERRELL, A	B111	Telephone conferences and e-mail communications with retirees regarding benefits and COBRA issues in the Disclosure Statement.	.80	460.00	368.00
08/29/03	VELOCCI, F	B105	Telephone conference with Mr. Gilday from NEBCO; review material forwarded by Mr. Gilday.	.60	255.00	153.00
09/02/03	TERRELL, A	B119	Review motion to extend exclusivity.	.30	460.00	138.00
09/02/03	TERRELL, A	B111	Telephone conferences with and e-mail communications from and to retirees regarding Disclosure Statement hearing and claims.	.80	460.00	368.00
09/02/03	VELOCCI, F	B105	Review various correspondences of Mr. Davis regarding Disclosure Statement, COBRA reimbursement and response from ISG.	.20	265.00	53.00
09/03/03	VELOCCI, F	B103	Review U.S. Trustee's objection to Disclosure Statement.	.10	265.00	26.50
09/03/03	TERRELL, A	B111	Review objections of retiree claimants to Disclosure Statement.	.40	460.00	184.00
09/04/03	TERRELL, A	B111	Telephone conferences with three retirees regarding Disclosure Statement.	.60	460.00	276.00
09/05/03	TERRELL, A	B111	Review correspondence from several retirees regarding Disclosure Statement and respond thereto.	.60	460.00	276.00

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 16

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
09/05/03	TERRELL, A	B105	Confer with F.F. Velocci regarding NEBCO COBRA status.	.20	460.00	92.00
09/08/03	VELOCCI, F	B103	Review Fourth Omnibus Objection to claims.	.20	265.00	53.00
09/08/03	VELOCCI, F	B105	Telephone conference with Mr. Gilday regarding NEBCO.	.40	265.00	106.00
09/08/03	VELOCCI, F	B105	Confer with A.D. Terrell regarding conversations with Debtors' attorneys and disclosure hearing.	.30	265.00	79.50
09/08/03	TERRELL, A	B115	Telephone conference call with Mr. George Davis and Mr. Tannenbaum regarding group proof of claim and distribution.	.40	460.00	184.00
09/08/03	TERRELL, A	B111	Review of Disclosure Statement in preparation for hearing.	.50	460.00	230.00
09/08/03	TERRELL, A	B116	Prepare outline for Committee status report.	.40	460.00	184.00
09/08/03	TERRELL, A	B116	Telephone conference call with Mr. Van Vliet and Mr. Bruce Davis regarding Committee meeting.	.30	460.00	138.00
09/08/03	TERRELL, A	B105	Review correspondence regarding NEBCO qualification as ERISA Plan under the Trade Act.	.40	460.00	184.00
09/09/03	TERRELL, A	B105	Review motion regarding severance benefits.	.30	460.00	138.00
09/09/03	TERRELL, A	B115	Telephone conference with Mr. Lomazow regarding pre-hearing conference with Judge Lifland.	.20	460.00	92.00

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 17

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
09/09/03	TERRELL, A	B111	Telephone conferences with retirees regarding hearing on Disclosure Statement and COBRA benefits.	.60	460.00	276.00
09/09/03	TERRELL, A	B111	Review agreed upon revisions to Disclosure Statement and Plan.	.80	460.00	368.00
09/09/03	VELOCCI, F	B111	Review revised Plan of Liquidation and Disclosure Statement; confer with A.D. Terrell regarding same; review reply to Disclosure Statement objections.	1.00	265.00	265.00
09/09/03	TERRELL, A	B116	Complete outline for Committee status report.	.40	460.00	184.00
09/10/03	VELOCCI, F	B119	Travel to and from New York, New York (50% deducted); attend conference and hearing regarding Disclosure Statement.	3.50	265.00	927.50
09/10/03	VELOCCI, F	B105	Telephone conference with Mr. Davis regarding Disclosure Statement hearing and future occurrences.	.50	265.00	132.50
09/10/03	VELOCCI, F	B105	Draft correspondence to Mr. Davis regarding resolution of Committee's concerns.	.40	265.00	106.00
09/10/03	VELOCCI, F	B111	Review conformed order approving Disclosure Statement and voting procedures.	.50	265.00	132.50
09/10/03	TERRELL, A	B119	Travel (50% deducted) to and from New York City for hearing on Disclosure Statement and extension of exclusivity; appearance before Judge Lifland for pre-hearing	3.50	460.00	1,610.00

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 18

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
			conference and hearing to approve Disclosure Statement and to extend exclusivity.			
09/10/03	TERRELL, A	B115	Review draft correspondence to Mr. George Davis regarding allowance of group claim.	.20	460.00	92.00
09/11/03	VELOCCI, F	B105	Telephone conference with Mrs. Ross regarding retiree benefits.	.30	265.00	79.50
09/12/03	VELOCCI, F	B103	Review fifth, sixth and seventh omnibus objections to claims.	.40	265.00	106.00
09/15/03	TERRELL, A	B113	Travel (50% deducted) to and from Harrisburg and confer with Section 1114 Committee members and other interested retirees to discuss status of matter, Disclosure Statement, liquidation plan, group and individual proofs of claim and payout to retirees and COBRA issues.	5.50	460.00	2,530.00
09/15/03	VELOCCI, F	B113	Travel to and from Harrisburg (50% deducted); attend meeting with Retiree Committee and other retirees regarding Disclosure Statement Plan and proposed distribution.	5.50	265.00	1,457.50
09/16/03	TERRELL, A	B104	Review motion to expunge certain claims and to retain Gazes & Associates.	.50	460.00	230.00
09/19/03	VELOCCI, F	B103	Review eight omnibus objections to claims.	.20	265.00	53.00

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 19

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
09/22/03	VELOCCI, F	B105	Review ninth (employee claims) and tenth omnibus motion to expunge claims.	.50	265.00	132.50
09/22/03	VELOCCI, F	B103	Review Monthly Operating Statement.	.10	265.00	26.50
09/22/03	TERRELL, A	B118	Review Monthly Operating Statement for the Period August 1 to August 31, 2003.	.20	460.00	92.00
09/22/03	TERRELL, A	B111	Receipt and review of order and notice of solicitation and objection to confirmation.	.40	460.00	184.00
09/22/03	TERRELL, A	B104	Review Debtors' ninth omnibus objection to claims.	.60	460.00	276.00
09/23/03	TERRELL, A	B111	Review and complete Ballots and correspondence to Mr. Van Vliet forwarding same for execution.	.50	460.00	230.00
09/25/03	TERRELL, A	B105	Telephone conference with Mr. Reed regarding status of NEBCO negotiations with the Department of Labor.	.30	460.00	138.00
09/25/03	TERRELL, A	B118	Review U.S. Notice of Lodging and Settlement Agreement.	.20	460.00	92.00
09/29/03	TERRELL, A	B104	Telephone conferences with retirees regarding motion to expunge claims.	.80	460.00	368.00
09/30/03	TERRELL, A	B104	Telephone conferences with various retirees regarding expungement motion.	.60	460.00	276.00
10/01/03	TERRELL, A	B111	File Ballots on behalf of Section 1114 Committee.	.30	460.00	138.00

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 20

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
10/02/03	TERRELL, A	B104	Review eleventh omnibus motion to expunge claims.	3.00	460.00	1,380.00
10/02/03	TERRELL, A	B104	Telephone conferences with various retirees regarding expungement motion and group claim.	.70	460.00	322.00
10/03/03	TERRELL, A	B105	Review NEBCO report to retirees regarding status of pre-65 plans.	.30	460.00	138.00
10/06/03	VELOCCI, F	B103	Review 12, 13, 14, 15, 16 and 17 omnibus objections to claims.	.50	265.00	132.50
10/06/03	VELOCCI, F	B105	Review REBCO status report.	.40	265.00	106.00
10/08/03	TERRELL, A	B104	Confer with F.F. Velocci regarding procedure to pay retiree claims.	.20	460.00	92.00
10/09/03	TERRELL, A	B111	Telephone conference with Mr. Van Vliet regarding confirmation hearing.	.30	460.00	138.00
10/10/03	TERRELL, A	B104	Review objections twelve through seventeen to proofs of claim.	.40	460.00	184.00
10/13/03	TERRELL, A	B104	Review eighteenth and nineteenth omnibus objections to claims.	.20	460.00	92.00
10/13/03	TERRELL, A	B111	Review Plan Supplement and Liquidating Trust Agreement.	.40	460.00	184.00
10/13/03	VELOCCI, F	B103	Review liquidation trust agreement.	.40	265.00	106.00
10/13/03	VELOCCI, F	B103	Review eighteenth and nineteenth omnibus objections to claims.	.30	265.00	79.50

BETHLEHEM STEEL OFFICIAL SECTION 1114
BETHLEHEM STEEL BANKRUPTCY
Ref. No. 179174

November 12, 2003
Invoice No. *****
PAGE 21

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
10/14/03	TERRELL, A	B104	Three telephone conferences with counsel representing retirees regarding omnibus motion to expunge individual retiree claims.	.60	460.00	276.00
10/14/03	TERRELL, A	B111	Review of incoming motion to approve settlement and amend Plan.	.50	460.00	230.00
10/21/03	VELOCCI, F	B103	Review memorandum of law in support of confirmation.	1.00	265.00	265.00
10/21/03	VELOCCI, F	B103	Review monthly operating report.	.20	265.00	53.00
10/21/03	TERRELL, A	B119	Telephone conferences with Mr. Van Vliet and several retirees regarding confirmation hearing {1.2}; review of file and Debtors' memorandum of law in preparation for confirmation hearing {.6}.	1.80	460.00	828.00
10/21/03	VELOCCI, F	B105	Review correspondnece of Mr. Cicchino regarding group claims; telephone conference with Mr. Cicchino's office regarding same; draft correspondence to Mr. Cicchino regarding group claims.	.40	265.00	106.00
10/22/03	TERRELL, A	B105	Telephone conferences with retirees regarding confirmation hearing.	.90	460.00	414.00
10/22/03	VELOCCI, F	B105	Telephone confernece with Ms. Tonti regarding group claims.	.40	265.00	106.00
10/22/03	TERRELL, A	B115	Post-hearing conference with Mr. Arnett regarding list of retirees covered by group claim; correspondence to Mr. Arnett regarding list of retirees.	.60	460.00	276.00

BETHLEHEM STEEL OFFICIAL SECTION 1114
 BETHLEHEM STEEL BANKRUPTCY
 Ref. No. 179174

November 12, 2003
 Invoice No. *****
 PAGE 22

DATE	TIMEKEEPER	PHASE TASK	DESCRIPTION	HOURS	RATE	TOTAL
10/22/03	TERRELL, A	B116	Telephone conference with Mr. Van Vliet regarding confirmation hearing and claims payment.	.40	460.00	184.00
10/22/03	TERRELL, A	B119	Travel (50% deducted) to and from the Southern District of New York for confirmation hearing; attendance at confirmation hearing.	4.00	460.00	1,840.00

TOTAL HOURS 135.50

TOTAL FEES \$48,962.00

TIMEKEEPER SUMMARY - THIS BILL

Timekeeper	Title	Hours	Rate	Total
TERRELL, A	PARTNER	71.50	460.00	32,890.00
VELOCCI, F	ASSOCIATE	17.70	265.00	4,690.50
VELOCCI, F	ASSOCIATE	37.80	255.00	9,639.00
ERBECK, MS	ASSOCIATE	8.50	205.00	1,742.50
				\$48,962.00
TOTAL FEES				\$48,962.00

DISBURSEMENTS - THIS BILL

	Duplicating	348.90
	Fax Charges	43.00
	Telecommunication Services	64.08
	Federal Express	115.25
	Bindery	9.00
07/29/03	Travel Expenses - A DENNIS TERRELL 7/22/03 Newark, NJ Hearing on fee application	38.20
09/16/03	Travel Expenses - FRANK VELOCCI 9/10/03 NY Attend Hearing	27.88
09/16/03	Travel Expenses - A DENNIS TERRELL 9/10/03 NY City Hearing on Disclosure	12.00

