

**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 APPROVING APPOINTMENT OF
JOINT FEE REVIEW COMMITTEE**

Upon the application dated December 21, 2001 (the "Application") of Bethlehem Steel Corporation and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), for an order appointing a joint fee review committee in these cases, as more fully described in the Application (the "Joint Fee Review Committee"); and the Court being satisfied, based on the representations made in the Application, that the appointment of a Joint Fee Review Committee is necessary and in the best interests of the Debtors, their estates, and parties in interest; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and due notice of the Application having been provided, and it appearing that no other or further notice need be provided; and sufficient cause appearing therefor, it is

ORDERED that a Joint Fee Review Committee shall be established comprised of: (a) Tracy H. Davis, Esq., a representative of the Office of the United States Trustee for this District ("OUST") or her designee from the OUST; (b) Stephen J. Selden, Esq., Deputy General Counsel to the Debtors or his designee from the office of the

General Counsel; and (c) a designated member of the Committee or other member as designated; and it is further

ORDERED that the duties of the Joint Fee Review Committee shall be to ensure that the fee statements and applications filed by Covered Professionals comply with the applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the Fee Guidelines promulgated by the Executive Office of the United States Trustee, and any applicable orders of this Court (collectively, the “Compensation Requirements”); and it is further

ORDERED that in the event the Joint Fee Review Committee believes that any billing statement or application filed by a Covered Professional (as defined in the Application) fails to comply with any of the Compensation Requirements and the Joint Fee Review Committee and the Covered Professional are not able to resolve the potential objection on a consensual basis, the Joint Fee Review Committee shall file an objection in conformity with the Interim Compensation Order (as defined in the Application) or other applicable orders of the Court setting forth with particularity the manner in which it believes the statement or application filed by the Covered Professional fails to comply with the Compensation Requirements; and it is further

ORDERED that with respect to interim or final fee applications (as the case may be) filed by Covered Professionals, the Joint Fee Review Committee may serve an appropriate statement with the Court setting forth the results of its review of such applications and whether the application filed by the Covered Professional complies with the Compensation Requirements and any other conclusions that it deems necessary to consideration of the application.

Dated: New York, New York
January 23, 2002

/s/Burton R. Lifland
UNITED STATES BANKRUPTCY JUDGE