

**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 APPROVING FIRST AND FINAL APPLICATION OF VENABLE LLP,
AS ORDINARY COURSE PROFESSIONAL FOR THE DEBTORS,
FOR UNPAID HOLDBACK FEES AND EXPENSES INCURRED
FOR THE PERIOD JUNE 1, 2002 THROUGH JUNE 30, 2002**

Upon consideration of the First and Final Application of Venable LLP, as Ordinary Course Professional for the Debtors, for Unpaid Holdback Fees and Expenses Incurred for the Period June 1, 2002 Through June 30, 2002 (the "Application"), and after considering the Application and due and adequate notice having been given pursuant to the Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2) and the orders of this Court, and it appearing that the Court has jurisdiction to consider and determine this matter, and after due consideration of the responses thereto, if any, and sufficient cause appearing therefore, it is:

ORDERED, that the Application is hereby granted; and it further,

ORDERED, that the Debtors are hereby authorized and directed to pay to Venable LLP the sum of \$25,755.46, representing the unpaid holdback fees and expenses incurred by Venable for the period of June 1, 2002 through June 30, 2002.

Dated: _____, 2004
New York, New York

HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE