

WEIL, GOTSHAL & MANGES LLP
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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)
	:	
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**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE GUIDELINES FOR
REVIEWING APPLICATIONS FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FILED UNDER 11 U.S.C. §§ 330 AND 331**

SIXTH INTERIM AND FINAL APPLICATION

NAME OF APPLICANT:	Weil, Gotshal & Manges LLP
ROLE IN THE CASE:	Attorneys for the Debtors
SIXTH PERIOD:	June 1, 2003 through October 22, 2003
	Total Fees Incurred: \$1,957,298.00
	Expenses Requested: \$86,616.59
FINAL PERIOD:	October 15, 2001 through October 22, 2003
	Total Fees Requested: \$12,332,105.55
	Expenses Requested: \$653,824.03
	Payments Received to Date: \$11,404,685.86
	Total Holdback Outstanding: \$1,123,307.02
	October 2003 Fees: \$441,760.00
	October 2003 Expenses: \$16,176.70

The following is a summary of the prior applications in these chapter 11 cases:

<u>DATE</u> <u>APPROVED</u>	<u>PERIOD</u> <u>COVERED</u>	<u>FEES</u> <u>INCURRED</u>	<u>REQUESTED</u> <u>FEES/EXPENSES</u>	<u>APPROVED</u> <u>FEES/EXPENSES</u>	<u>HOLDBACK</u> <u>OUTSTANDING</u>
4/17/02	10/15/01-1/31/02	\$1,555,372.50	\$1,244,298.00/\$94,078.69	\$1,244,298.00/\$94,412.05	\$77,768.63
8/21/02	2/1/02-5/31/02	\$1,503,474.50	\$1,202,779.60/\$71,391.80	\$1,202,779.60/\$71,391.80	\$75,173.73
12/23/02	6/1/02-9/30/02	\$1,935,385.55	\$1,542,180.04/\$102,466.70	\$1,542,180.04/\$101,675.17	\$96,386.26
3/19/03	10/1/02-1/31/03	\$2,362,154.50	\$2,007,831.33/\$116,475.00	\$2,007,831.33/\$116,475.00	\$118,107.73
7/22/03	2/1/03-5/31/03	\$3,018,420.50	\$2,565,657.43/\$183,253.42	\$2,565,657.43/\$183,253.42	\$452,763.07

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	:	through 01-15315 (BRL)
Debtors.	:	(Jointly Administered)
	:	
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SIXTH AND FINAL APPLICATION OF WEIL, GOTSHAL & MANGES LLP,
AS ATTORNEYS FOR THE DEBTORS, FOR FINAL ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND FOR
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED

TO THE HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE:

Weil, Gotshal & Manges LLP (“WG&M”), attorneys for Bethlehem Steel Corporation (“Bethlehem”) and its affiliated debtors in the above-captioned cases (collectively, the “Debtors”), for its sixth and final application (the “Application”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for (i) allowance of compensation for professional services performed by WG&M for the period from June 1, 2003 through October 22, 2003 (the “Sixth Compensation Period”), (ii) reimbursement of its actual and necessary expenses incurred during the Sixth Compensation Period, (iii) payment of its holdback for the period October 15, 2001 through October 22, 2003, and (iv) final allowance of

compensation for professional services performed by WG&M and reimbursement of actual and necessary expenses incurred for the period commencing October 15, 2001 through October 22, 2003 (the “Final Compensation Period”), respectfully represents:

PRELIMINARY STATEMENT

1. The Debtors’ chapter 11 cases covered approximately twenty-four months, a relatively short period of time for a “mega” bankruptcy case. Although the economic downturn in 2000 and 2001 adversely affected many industries, the steel industry was particularly impacted by a confluence of many factors. The Debtors, like most other domestic steel producers, were compelled to commence their chapter 11 cases because of severe pricing pressures from foreign imports, highly competitive conditions in the domestic steel industry, and the prolonged economic downturn that reduced revenues, while expenses and cash requirements for current and retired employees under the Debtors’ collective bargaining and other agreements continued to increase. As a result, the Debtors’ liquidity and cash flow were significantly contracted.

2. As of October 15, 2001 (the “Commencement Date”), the Debtors had the highest total employment cost in the steel industry (approximately 35% of sales in 2000 and approximately 37% of sales in the first nine months of 2001). Pension and retiree insurance expenses alone cost approximately \$45 per ton in 2001, also the highest in the industry. These total employment expenses consumed significant cash flow and liquidity of the Debtors and impeded their ability to maintain competitive operating facilities. As of the Commencement Date, the Debtors estimated an unfunded retiree insurance obligation of approximately \$3 billion and an unfunded pension obligation of approximately \$1.85 billion, determined in accordance with generally accepted accounting principles.

3. With its years of complex chapter 11 experience, WG&M approached the Debtors' cases with the intent of assisting the Debtors in their negotiations with representatives of the United Steelworkers of America (the "USWA") to discuss modifications to the master collective bargaining agreement and a number of plant specific agreements and settlement agreements in an effort to produce a modified collective bargaining agreement which would enable the Debtors to maintain competitive operating facilities and achieve positive net income.

4. Over the initial stages of these chapter 11 cases, WG&M assisted the Debtors in moving aggressively to restructure and focused on three alternative restructuring courses: (i) a sale of all or substantially all their assets as a going concern, (ii) a stand-alone plan, and (iii) a liquidation of their assets. Given the state of the domestic steel industry, the uncertainty of the economy, the state of, and expectations regarding, steel pricing, and the Debtors' failure to achieve requisite concessions from the USWA, the Debtors and WG&M set a goal of maximizing the value of the Debtors' estates by pursuing a sale of substantially all the Debtors' assets as quickly as practicable.

5. With the assistance of WG&M and the Debtors' co-financial advisors, Greenhill & Co., LLC and Credit Suisse First Boston LLC, the Debtors identified nine companies potentially interested in acquiring all or a portion of the Debtors' assets. On May 7, 2003, as a culmination of substantial negotiations and a court-approved auction procedure, WG&M assisted the Debtors in closing a transaction whereby International Steel Group Inc. and ISG Acquisition Inc. acquired substantially all of the assets of the Debtors and Bethlehem's non-Debtor subsidiaries (the "ISG Transaction") pursuant to section 363(b) of the Bankruptcy Code.

6. During the pendency of these chapter 11 cases, in addition to successfully and expeditiously consummating the ISG Transaction, WG&M was able to develop a consensus

among all of the major constituencies, including the official committee of unsecured creditors (the “Creditors’ Committee”) and the Debtors’ prepetition institutional lenders and postpetition lenders, on almost every motion presented to the Court. WG&M’s unique blend of expertise in financial restructurings as well as corporate, labor, tax, environmental, and real estate law inured to the benefit of the Debtors’ estates and all parties in interest. In addition to prosecuting these chapter 11 cases, WG&M was instrumental in negotiating settlements with, among others, the UMWA 1992 Benefit Plan and the UMWA Combined Benefit Fund (together, the “Coal Act Funds”), the USWA, the Pension Benefit Guaranty Corporation (the “PBGC”), the committee of retired employees appointed in these cases (the “Retiree Committee”), and the United States of America Department of Environmental Protection, which settlements implicated complex areas of the law and were necessary to consummate the ISG Transaction.

7. As the Court is well aware, the objectives of these chapter 11 cases were achieved, and the holders of valid claims have benefited by the creative approach and wealth of experience that WG&M brought to the table.

BACKGROUND

8. On the Commencement Date, each of the Debtors commenced a case under chapter 11 of the Bankruptcy Code. Pursuant to an order of the Court dated October 15, 2001 (the “Interim Retention Order”), the Debtors were authorized to retain WG&M as their attorneys to render legal services in the prosecution of these chapter 11 cases on an interim basis, through and including November 5, 2001, with the retention to become final following a hearing to consider any objections filed to the Debtors’ application for authority to employ WG&M. Upon request of the U.S. Trustee, WG&M submitted a supplemental affidavit dated November 20, 2001 disclosing additional information concerning certain of WG&M’s existing clients that are parties in interest in these cases. Three additional supplemental disclosure affidavits were

subsequently filed with the Court. No objections were filed to WG&M's retention and, thus, pursuant to an order dated November 5, 2001, the Debtors' retention of WG&M became final.

9. No trustee or examiner has been appointed in the Debtors' chapter 11 cases. The Creditors' Committee was appointed on October 24, 2001. An order was entered on September 12, 2002 appointing a the Retiree Committee pursuant to sections 1114(c) and (d) of the Bankruptcy Code.

10. On April 23, 2003, the Court entered an order authorizing the Debtors to sell substantially all of their assets to ISG Acquisition Inc., a subsidiary of International Steel Group Inc. (together with ISG Acquisition Inc., "ISG"). The sale occurred on May 7, 2003.

11. The Debtors filed the Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code, dated September 10, 2003 (as modified, the "Plan") and the Disclosure Statement for Debtors' Plan of Liquidation, dated September 10, 2003 (as transmitted to parties in interest, the "Disclosure Statement"). The Court approved the Disclosure Statement by order dated September 10, 2003. The Confirmation Order was entered on October 22, 2003.

12. WG&M has confirmed that, to date, the Debtors have paid all quarterly fees to the U.S. Trustee.

**SUMMARY OF PROFESSIONAL COMPENSATION
AND REIMBURSEMENT OF EXPENSES REQUESTED
IN RESPECT OF THE SIXTH COMPENSATION PERIOD**

13. This Application has been prepared in accordance 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 Amended 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”). Pursuant to the Local Guidelines, a certification regarding compliance with same is attached hereto as Exhibit “A.”

14. WG&M seeks allowance of compensation for professional services rendered to the Debtors during the Sixth Compensation Period in the aggregate amount of \$1,957,298.00. WG&M also seeks reimbursement of expenses incurred in connection with the rendition of such services in the aggregate amount of \$86,616.59. During the Sixth Compensation Period, WG&M attorneys and paraprofessionals expended a total of 4,869.6 hours for which compensation is requested.

15. There is no agreement or understanding between WG&M and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.¹

16. The fees charged by WG&M in these cases are billed in accordance with its existing billing rates and procedures in effect during the Sixth Compensation Period. The rates WG&M charges for the services rendered by its professionals and paraprofessionals in these chapter 11 cases are the same rates WG&M charges for professional and paraprofessional services rendered in comparable nonbankruptcy related matters. Such fees are reasonable as they are based on the customary compensation charged by comparably skilled practitioners in comparable nonbankruptcy cases in a competitive national legal market.

¹ As of August 30, 2002, Harvey R. Miller resigned as a partner of WG&M and became a managing director of Greenhill & Co., LLC. Mr. Miller continued to provide legal services to the Debtors in his capacity as an independent contractor to WG&M and continued to bill for his legal services through WG&M. Mr. Miller’s time, however, is billed and collected for his own account.

17. Pursuant to the UST Guidelines, annexed hereto as Exhibit “B” is a schedule setting forth all WG&M professionals and paraprofessionals who have performed services in these chapter 11 cases during the Sixth Compensation Period and the Final Compensation Period, the capacities in which each such individual is employed by WG&M, the department in which each individual practices, the hourly billing rate charged by WG&M for services performed by such individual, the aggregate number of hours expended in this matter and fees billed therefor, and the year in which each professional was first licensed to practice law.

18. Annexed hereto as Exhibit “C” is a schedule specifying the categories of expenses for which WG&M is seeking reimbursement and the total amount for each such expense category.

19. Pursuant to Section II.D of the UST Guidelines, annexed hereto as Exhibit “D” is a summary by project categories of the services performed by WG&M during the Sixth Compensation Period.

20. WG&M maintains computerized records of the time spent by all WG&M attorneys and paraprofessionals in connection with the prosecution of the Debtors’ chapter 11 cases. Subject to redaction for the attorney-client privilege where necessary to protect the Debtors’ estates, copies of these computerized records will be furnished to the Court and the United States Trustee for the Southern District of New York (the “U.S. Trustee”) in the format specified by the UST Guidelines.

21. Prior to the commencement of these cases, the Debtors paid WG&M an aggregate amount of \$1,806,285.85 in respect of professional services rendered and for disbursements incurred and as retainers for services to be rendered and disbursements to be

incurred in connection with (a) the Debtors' efforts prior to the commencement of the chapter 11 cases to restructure their obligations out of court, (b) the preparation for the Debtors' chapter 11 cases, and (c) certain other related matters. WG&M currently holds a retainer in the amount of \$1,020,032.14 (the "Retainer") to be applied against payment for services to be rendered and expenses incurred on behalf of the Debtors.

22. With respect to WG&M's fee statements for the Sixth Compensation Period, WG&M has, to date, received payments totaling \$1,282,870.29, representing payment of eighty percent (80%) of the compensation for professional services and one hundred percent (100%) of the expenses incurred from June 1, 2003 through September 30, 2003. WG&M did not submit a fee statement for professional services and reimbursement of expenses incurred for the period October 1, 2003 through October 22, 2003 (the "October 2003 Period").²

23. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Sixth Compensation Period, but were not processed prior to the preparation of this Application, WG&M reserves the right to request additional compensation for such services and reimbursement of such expenses in the future.

SUMMARY OF SERVICES FOR SIXTH COMPENSATION PERIOD

24. In the past four and a half months of these chapter 11 cases, WG&M was required to render a substantial amount of professional services, outlined more fully below, in some cases under severe time constraints, to deal with various critical issues typically faced by a debtor during a chapter 11 case as well as certain unique needs of the Debtors. Specifically,

² Pursuant to the order confirming the Plan (the "Confirmation Order"), the Debtors are authorized to pay in the ordinary course and without the need for Court approval the reasonable fees and expenses, incurred after entry of the Confirmation Order, of the professional persons employed by the Debtors and the Creditors' Committee in connection with the implementation and consummation of the Plan, the claims reconciliation process, and any other matters as to which such professionals may be engaged.

WG&M was required to perform a substantial amount of professional services in respect of the drafting and filing of the Disclosure Statement and Plan, obtaining approval of the Disclosure Statement, soliciting acceptances of the Plan, and successfully confirming the Plan.

25. The following is a summary of the significant professional services rendered by WG&M during the Sixth Compensation Period. This summary is organized in accordance with WG&M's internal system of project or work codes.

a. Case Administration (Work Code W110)

- Performed general document review and maintained a project list, a case calendar, and a case docket of documents filed with the Court.
- Participated in numerous teleconferences and assisted the Debtors' management and employees with respect to general business operations and the impact of these chapter 11 cases, including issues regarding environmental compliance, payment of certain property taxes, reclamation demands, setoff issues, adequate protection issues, insurance issues, pending litigation, etc.
- Conducted numerous team meetings and discussions.
- Monitored developments in chapter 11 cases involving other integrated steel manufacturers.

b. WG&M Retention/Fee Applications and Other Professionals'
Retention/Fee Applications (Work Codes W125 and W130)

- Reviewed reimbursement applications submitted by the indenture trustees for certain of the Debtors' bond issues.
- Drafted an order approving the fee applications of the Debtors' and Creditors' Committee's chapter 11 professionals for the period February 1, 2003 through May 31, 2003, worked with the U.S. Trustee to resolve objections thereto, and prepared for and successfully conducted the fifth fee hearing on July 22, 2003.
- Drafted an application pursuant to sections 327(a) and 328(a) of the Bankruptcy Code for authorization to retain Gazes & Associates LLP as special conflicts counsel to the Debtors in connection with the pursuit of preference recoveries.
- Prepared a proposed budget for professional services rendered for the period October 1, 2003 through January 31, 2004 in accordance with the Supplemental Order Approving Appointment of Joint Fee Review Committee, dated June 4, 2002.
- Drafted and distributed WG&M's monthly fee statements for May 2003, June 2003, July 2003, August 2003, and September 2003.

- c. Schedules/Statements of Financial Affairs, U.S. Trustee Reports (Work Code W140)
- Reviewed and filed the Debtors' monthly operating reports during the Sixth Compensation Period.
- d. Committee Communications, Bank Communications, Court Communications, Equity and Equity Holders Communications, and Section 105 Status Conferences (Work Codes W161, W163, W164, W166, and W170)
- Participated in numerous teleconferences with the Creditors' Committee regarding issues related to the wind-down of the Debtors' estates, and reviewed and commented on draft presentations relating to same.
- Responded to numerous inquiries from debt and equity security holders regarding the status of the Debtors' chapter 11 cases.
- Conducted numerous telephone conferences with the U.S. Trustee, the Creditors' Committee, and other chapter 11 professionals.
- e. Avoidance Actions (Work Code W191)
- Conducted numerous meetings and teleconferences with the Debtors and counsel to the Creditors' Committee to discuss the prosecution of avoidance actions, conducted research, drafted complaints, conducted an internal conflicts check, and filed approximately 1,500 avoidance actions seeking to recover preferential payments made by the Debtors in the ninety day period prior to the Commencement Date.
- f. Financing/Cash Collateral and Corporate/Securities (Work Codes W200 and W270)
- Drafted and filed with the Securities Exchange Commission the Debtors' Form 8-K 11-K and 10-Q disclosures.
- g. General Business Operations, Insurance Issues, and Governance/Board of Directors (Work Codes W210, W275, and W290)
- Prepared for and participated in meetings of the Debtors' Board of Directors to approve the Plan and Disclosure Statement, and discuss the wind-down of the Debtors' estates.
- Reviewed and advised the Debtors regarding the motion filed by the California Self Insurers Fund ("CSIF") seeking to compel the payment of certain alleged administrative expenses, and participated in negotiations with the CSIF regarding same.
- Drafted an omnibus objection to claims filed by various States and sureties related to the Debtors' purported workers' compensation liabilities (the "Eleventh Omnibus Claims Objection"), participated in extensive negotiations

with such States and sureties regarding the settlement of such claims, and prepared for and conducted a status conference on October 21, 2003 with regard to the Eleventh Omnibus Claims Objection.

h. Vendor/Supplier Issues/Reclamation (Work Code W231)

- Drafted and filed the Debtors' third omnibus objection to proofs of claim, dated July 21, 2003, which addressed the allowance and treatment of reclamation claims, participated in numerous teleconferences with attorneys for reclamation creditors regarding same, and prepared for and successfully conducted a hearing on August 26, 2003 at which the Court entered an order granting such third omnibus objection to proofs of claim.

i. Tax Issues (Work Code W260)

- Advised the Debtors with respect to certain tax issues, including the priority status of various asserted tax claims, the Debtors' tax obligations in respect of the ISG Transaction, and the potential implementation of a "G" Reorganization.

j. Non-Bankruptcy Litigation (Work Code W280)

- Advised the Debtors with regard to the potential disposition of certain nonbankruptcy litigation.

k. Executory Contracts/Asset Sales (Work Code W300)

- Responded to inquiries from various counterparties to executory contracts not assigned to ISG, and negotiated and drafted stipulations rejecting such executory contracts.
- Assisted and advised the Debtors' management with regard to the impact of these chapter 11 cases on various other asset sale transactions.

l. Automatic Stay /Adequate Protection (Work Code W320)

- Advised the Debtors and responded to various motions seeking to lift the automatic stay to allow certain prepetition litigation to proceed.
- Conducted various telephone conferences and responded to correspondence addressing other automatic stay issues.

m. 1113/1114 and Employee Issues (Work Code W330)

- Negotiated and drafted a stipulation authorizing the liquidation of the Lukens Inc. Supplemental Retirement Trust and the Lukens Inc. Non-Qualified Plan Master Trust II with PNC Bank, N.A., the Trustee (the "Lukens Stipulation"), and prepared for and successfully conducted a hearing on August 26, 2003 at which the Court approved the Debtors' entry into the Lukens Stipulation.

- Advised the Debtors on general issues relating to black lung, severance and retiree welfare benefits.
- Drafted and filed a reply brief, prepared for and successfully conducted oral arguments before Judge Denny Chin on September 12, 2003 in opposition to the United Mineworkers of America's ("UMWA") appeal of the Court's Order pursuant to section 1114 of the Bankruptcy Code authorizing the termination of health and life insurance benefits.
- Negotiated a settlement of the motion filed by the UMWA seeking allowance and payment of certain retiree claims as alleged administrative expenses in accordance with section 1114(e) of the Bankruptcy Code, and drafted a stipulation memorializing the terms of the settlement.
- Negotiated a settlement with 108 former employees who filed a motion challenging severance plan offsets for retiree health and pension benefits, and drafted a motion, dated September 4, 2003, pursuant to Bankruptcy Rule 9019 requesting authorization for the Debtors' entry into such settlement.
- Drafted a motion, dated September 4, 2003, pursuant to section 363(b) of the Bankruptcy Code and Bankruptcy Rule 9019 for approval of a procedure to resolve potential disputes between the Debtors and certain other former employees relating to the Debtors' alleged obligations to pay severance allowances to such former employees, and prepared for and successfully conducted a hearing on September 30, 2003 at which the settlement procedures were approved.

n. Environmental Issues (Work Code W370)

- Negotiated a settlement of claims filed by the United States of America in respect of purported environmental liabilities, drafted a motion seeking authorization for the Debtors to enter into such settlement pursuant to Bankruptcy Rule 9019, drafted a motion seeking to shorten the notice period prior to the hearing on such motion, and prepared for and successfully conducted a hearing on October 21, 2003 at which the settlement was approved.
- Negotiated a settlement resolving the claims of the State of New York filed in respect of purported environmental liabilities, and drafted a motion seeking authorization for such settlement pursuant to Bankruptcy Rule 9019;
- Analyzed numerous issues relating to the Debtors' remaining environmental liabilities following the culmination of the ISG Transaction, and participated in settlement negotiations with respect to same.

o. Claims Administration Process (Work Code W400)

- Conducted numerous teleconferences with the Debtors and their claims agent, Bankruptcy Services LLC ("BSI"), to discuss the reconciliation of approximately 15,000 unsecured claims filed against the Debtors' estates.
- Prepared for and successfully conducted a hearing on June 26, 2003 at which the Court granted the Debtors' first omnibus objection to proofs of claim

reclassifying certain alleged secured, administrative, or priority claims to general unsecured claims.

- Conducted research, drafted, and filed the Debtors' second omnibus objection to proofs of claim seeking to reclassify statutory penalty claims asserted by state taxing authorities to general unsecured claims, and prepared for and successfully conducted a hearing on July 16, 2003 at which the second omnibus objection to proofs of claim was granted.
- Drafted and filed the Debtors' fifth, sixth, and seventh omnibus objections to proofs of claim seeking the disallowance and expungement of duplicative, amended, and superseded claims, escheat claims, and asbestos claims, respectively, reviewed and resolved numerous responses filed in opposition to same, and prepared for and successfully conducted a hearing on October 21, 2003 at which such omnibus objections were granted.
- Drafted the Debtors' fourth and eighth omnibus objections to proofs of claim seeking the disallowance and expungement of debt and equity claims and late-filed claims, respectively, reviewed and resolved numerous responses filed in opposition to same, and prepared for and successfully conducted a hearing on October 22, 2003 at which such omnibus objections were granted.
- Responded to numerous telephonic inquires relating to the motion seeking authorization, *inter alia*, for the Debtors to establish a deadline by which employees must file proofs of claim.
- Advised the Debtors regarding the approximate 5,600 claims filed by employees, drafted and filed the Debtors' ninth omnibus objection to proofs of claim filed by such employees, reviewed and resolved numerous responses filed in opposition to same, and prepared for and successfully conducted a hearing on October 30, 2003 at which such claims were disallowed and expunged.
- Drafted the Debtors' tenth omnibus objection to proofs of claim seeking the disallowance, expungement, reclassification, or reduction of claims filed by state and local taxing authorities, reviewed and resolved numerous responses filed in opposition to same, and prepared for and successfully conducted a hearing on October 30, 2003 at which the objection was granted.
- Drafted and filed the Debtors' twelfth, thirteen, fourteenth, fifteenth, sixteenth, seventeenth, eighteenth, and nineteenth omnibus objections to proofs of claim seeking to disallow and expunge, respectively, claims not reflected in the Debtors' books and records, litigation claims, claims filed by the UMWA, environmental claims, claims filed by holders of the Debtors' debt and equity securities, duplicate, amended, and superseded claims, escheat claims, and asbestos claims.
- Drafted an objection to the motion of Charles U. Smith seeking payment of certain employment-related claims (the "Smith Motion"), and prepared for and attended a hearing on October 16, 2003 at which the Smith Motion was denied.
- Responded to numerous telephone calls and letters received from creditors and other parties in interest concerning the chapter 11 cases, the consequences

of filing claims against the Debtors, the rights of creditors under the Bankruptcy Code, and related issues.

p. Adversarial Proceedings (Work Code W420)

- Addressed an adversary proceeding commenced by Allegheny Technologies Incorporated & Allegheny Ludlum Corporation (together, “ALC”) seeking declaratory and injunctive relief and access to property or, in the alternative, for segregation and payment of sale proceeds, including the preparation of a response to the motion of ALC for summary judgment, and preparation for and attendance at a hearing, conducted August 5, 2003, to consider cross-motions for summary judgment.
- Addressed an adversary proceeding commenced by the UMWA seeking a preliminary injunction regarding the COBRA rates charged by the Debtors, including the preparation for and attendance at a pre-trial status conference on September 30, 2003.
- Addressed an adversary proceeding commenced by St. Paul Fire and Marine Insurance Company seeking declaratory relief with regard to certain of the Debtors’ insurance policies.

q. Plan of Reorganization Process (Work Code W500)

- Drafted, revised, and filed the Debtors’ Disclosure Statement and Plan on July 29, 2003.
- Drafted and filed a motion, dated August 8, 2003 (the “Solicitation Procedures Motion”), seeking approval of, *inter alia*, the Disclosure Statement, procedures for voting on the Plan, and the form of notice of the hearing to consider confirmation of the Plan, and drafted numerous exhibits to be filed in connection with the Solicitation Procedures Motion.
- Prepared for and successfully conducted a hearing on September 10, 2003 at which the Court entered an order approving the form of Disclosure Statement, procedures for voting on the Plan, the form of ballots, and the form of notice of the hearing to consider confirmation of the Plan.
- Reviewed and negotiated the settlement of various objections to the Disclosure Statement, and drafted an omnibus reply with regard to same.
- Drafted and filed a motion, dated August 29, 2003, seeking authorization to extend the exclusive period during which the Debtors may solicit acceptances to the Plan (the “Exclusive Period”), and prepared for and successfully conducted a hearing on September 10, 2003 at which the Court entered an order extending the Exclusive Period.
- Participated in numerous teleconferences with the Debtors and BSI to discuss procedures for soliciting acceptances to the Plan and the tabulation of votes with regard to same.
- Addressed the County of Baltimore’s appeal of the Order Authorizing (I) Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims and Encumbrances, (II) Assumption and Assignment of Certain Executory

Contracts, and (III) Assumption of Certain Liabilities, dated April 23, 2003, and conducted research with regard to same.

- Drafted, revised, and filed a liquidating trust agreement to be implemented upon the effective date of the Plan.
- Advised the Debtors and counsel to the liquidating trustee concerning issues relating to the wind-down of their estates including, *inter alia*, the terms of the liquidating trust agreement, the treatment of secured, priority, administrative, and unsecured claims, the prosecution of avoidance actions, and traveled to Bethlehem, Pa. to attend meetings with the Debtors concerning same.
- Prepared and filed the supplement to the Plan.
- Drafted and filed the affidavit of Lonnie A. Arnett and memorandum of law in support of confirmation of the Plan.
- Reviewed and negotiated the settlement of various objections to confirmation of the Plan, and drafted and filed an omnibus reply with regard to same.
- Prepared for and successfully conducted a hearing on October 22, 2003 at which the Court entered an order confirming the Plan.

26. The foregoing professional services performed by WG&M were necessary and appropriate to the administration of the Debtors' chapter 11 cases. A schedule setting forth the motions, responses, and other documents prepared and filed by WG&M during the Sixth Compensation Period is annexed hereto as Exhibit "E." A schedule setting forth the Court hearings and conferences attended by WG&M during the Sixth Compensation Period is annexed hereto as Exhibit "F." The professional services performed by WG&M were in the best interests of the Debtors and other parties in interest. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, or tasks involved. The professional services were performed with expedience and in an efficient manner.

27. A significant amount of the services performed by members and associates of WG&M were rendered by the Business Finance & Restructuring Department. WG&M has a preeminent practice in this area and enjoys a national reputation for its expertise in financial reorganizations and restructurings of troubled entities, with approximately 119 attorneys specializing in this area of law.

28. The professional services performed by WG&M on behalf of the Debtors during the Sixth Compensation Period required an aggregate expenditure of 4,869.6 recorded hours by WG&M's members, counsel, associates, and paraprofessionals. Of the aggregate time expended, 1,711.5 recorded hours were expended by partners and counsel of WG&M, 2,346.6 recorded hours were expended by associates and contract attorneys, and 811.5 recorded hours were expended by paraprofessionals of WG&M.

29. During the Sixth Compensation Period, WG&M's hourly billing rates for attorneys ranged from \$250 to \$800 per hour. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys and paraprofessionals of approximately \$401.94 (based on 4,869.6 recorded hours for attorneys and paraprofessionals at WG&M's regular billing rates in effect at the time of the performance of services). Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy cases in a competitive national legal market. As noted, annexed hereto as Exhibit "B" is a schedule listing each WG&M professional and paraprofessional who performed services in these cases during the Sixth Compensation Period, the hourly rate charged by WG&M for services performed by each such individual, and the aggregate number of hours and charges by each such individual.

ACTUAL AND NECESSARY DISBURSEMENTS OF WG&M

30. As set forth in Exhibit "C" hereto, WG&M has disbursed \$86,616.59 as expenses incurred in providing professional services during the Sixth Compensation Period. With respect to photocopying expenses, WG&M charges its clients \$.20 per page. With respect to facsimile expenses, in compliance with the Guidelines, WG&M does not charge for facsimile transmissions, other than the cost of long distance facsimiles at applicable toll charge rates,

which invariably are less than \$1.25 per page as permitted by the Guidelines. Each of these categories of expenses does not exceed the maximum rate set by the Guidelines. These charges are intended to cover WG&M's direct operating costs, which costs are not incorporated into the WG&M hourly billing rates. Only clients who actually use services of the types set forth in Exhibit "C" are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services. The amount of the standard photocopying charge is intended to allow WG&M to cover the related expenses of its photocopying service. A determination of the actual expenses per page for photocopying, however, is dependent on both the volume of copies and the total expenses attributable to photocopying on an annual basis.

31. The time constraints imposed by the circumstances of these cases have required WG&M's attorneys and other employees to devote time during the evenings and on weekends to the performance of legal services on behalf of the Debtors. These extraordinary services were essential to meet deadlines, timely respond to inquiries on a daily basis from creditors and other parties in interest, and satisfy the demands of the Debtors' businesses and the administration of their estates. While WG&M has not charged the Debtors for any overtime expense, consistent with firm policy, attorneys and other employees of WG&M who worked late into the evenings or on weekends were reimbursed for their reasonable meal costs and their cost for transportation from the office to home. WG&M's regular practice is not to include components for those charges in overhead when establishing billing rates and to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of services. The reimbursement amounts do not exceed those set forth in the Guidelines.

32. In addition, because of the location of the Debtors' businesses in relation to WG&M's offices, frequent long distance telephone calls were required. On several occasions, overnight delivery of documents and other materials was required as a result of circumstances necessitating the use of such express services. These disbursements are not included in WG&M's overhead for the purpose of setting billing rates. WG&M has made every effort to minimize its disbursements in these cases. The actual expenses incurred in providing professional services were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors, their estates, and creditors.

FINAL COMPENSATION REQUESTED BY WG&M

33. By this Application, WG&M also requests final allowance of \$12,985,929.58 for the Final Compensation Period, representing \$12,332,105.55 as compensation for professional services rendered and \$653,824.03 as reimbursement for actual and necessary expenses WG&M incurred. In accordance with WG&M's prior fee applications in these chapter 11 cases that have been approved by the Court, WG&M has received \$11,404,685.86 for fees and disbursements. In addition, \$1,581,243.72 remains due and owing by the Debtors to WG&M (representing the total amount of holdbacks in addition to fees and disbursements for the October 2003 Period). Since the Commencement Date, WG&M has voluntarily written off fees in an aggregate amount of \$7,660.50.

34. During the initial stages of these chapter 11 cases, an extraordinary amount of professional services were required to be rendered, under limited time constraints, to deal with various critical issues and crises faced by the Debtors. For example, to facilitate the Debtors' operations and provide working capital during the Debtors' chapter 11 cases, WG&M expended significant time and effort negotiating, obtaining authority for, and implementing the

Debtors \$450 million postpetition credit agreement with General Electric Capital Corporation as administrative agent and lender. Following the initial stabilization of the Debtors' businesses, the Debtors' focused their efforts on streamlining and restructuring their business operations, and ultimately on consummating the sale of substantially all of the Debtors' assets. WG&M rendered professional services in furtherance of those activities including, *inter alia*:

- Addressed adversary proceedings commenced by (i) the UMWA seeking a preliminary injunction regarding the COBRA rates charged by the Debtors, (ii) Allegheny Ludlum Corporation seeking declaratory and injunctive relief and access to property or, in the alternative, for segregation and payment of sale proceeds, (iii) St. Paul Fire and Marine Insurance Company seeking declaratory relief with regard to certain of the Debtors' insurance policies, and (iv) SSM Coal, LLC seeking the payment of alleged reclamation claims as administrative expenses.
- Advised the Debtors and commenced an adversary proceeding seeking to recover from Ameriplex Northwest Partners L.P. amounts due under a matured promissory and withdraw the reference to the District Court, negotiated a settlement of the adversary proceeding, drafted a stipulation setting forth the settlement, drafted a motion seeking approval of such stipulation, and prepared for and successfully conducted a hearing at which the stipulation was approved.
- Commenced and prosecuted an adversary proceeding seeking to recover certain payments made to Conoco Inc. and BP Energy Company ("BP") subsequent to the Commencement Date, drafted a complaint, and participated in discovery.
- Conducted research, drafted a reply brief, and successfully opposed the appeal of BP of the Court's Order approving the Debtors' rejection of executory gas purchase contracts with Conoco Inc. and BP.
- Advised the Debtors with regard to their entry into agreements for slab scarfing and slab cutting services with Levy Indiana Slag Co. d/b/a Indiana Flame Services, and drafted motions, prepared for, and successfully conducted hearings at which the Debtors' entry into such agreements was approved.
- Advised the Debtors, negotiated an asset purchase agreement, drafted a motion, and prepared for and successfully conducted a hearing at which the Court authorized the Debtors' sale to Majestic Realty Co. of up to 553 acres of land located in Bethlehem, Pennsylvania.
- Advised the Debtors, negotiated a sale agreement, drafted a motion, and prepared for and successfully conducted hearings at which the Court approved the bidding procedures and sale of a parcel of the Debtors' land located in North Arlington, New Jersey.
- Drafted and filed a motion and prepared for and successfully conducted a hearing at which the Court authorized the Debtors to enter into a contract with

Electronic Data Systems Corporation for the provision of information technology services.

- Advised the Debtors on issues relating to Columbus Coatings Company (“CCC”), a non-Debtor joint venture, including issues arising from defaults by LTV Steel Company, Inc. (“LTV”), the Debtors’ joint venture partner in CCC, and by CCC under its secured lending facility.
- Drafted and filed a motion, and prepared for and successfully conducted a hearing at which the Court approved the Debtors’ potential refinancing of CCC’s secured debt.
- Conducted research, drafted a motion seeking to compel LTV to assume or reject the CCC partnership agreement, and traveled to and conducted a hearing in Youngstown Ohio at which a stipulation settling the motion was approved.
- Drafted and filed a motion and successfully conducted a hearing at which the Court authorized the Debtors to (i) purchase interests in CCC and Columbus Processing Company LLC and consummate a settlement with LTV, and (ii) continue to loan funds to CCC.
- Advised the Debtors, drafted and filed a motion, and prepared for and successfully conducted a hearing at which the Court entered an order (the “USWA Order”) authorizing the Debtors to reimburse the USWA’s reasonable professional fees, and successfully opposed the U.S. Trustee’s appeal of the USWA Order.
- Reviewed documents and advised the Debtors with regard to the sale of the Debtors’ sanitary wastewater plant located in Burns Harbor, Indiana, and drafted a motion seeking approval of same.
- Drafted a motion for authorization to abandon, pursuant to section 554(a) the Bankruptcy Code, any colorable legal or equitable interest the Debtors may have in a certain four acre parcel of real property located in Westmoreland County, Pennsylvania, and prepared for and successfully conducted a hearing for approval of same.
- Drafted and filed a motion seeking a determination that the Debtors’ utility service providers have adequate assurance of future performance, resolved numerous objections thereto, and successfully conducted a hearing at which the motion was granted.
- Advised the Debtors, drafted and filed a motion, and prepared for and conducted a hearing at which the Court approved the Debtors’ sale of the Weyhill guest house.
- Conducted research, prepared a legal memorandum, and advised the Debtors concerning their rights and obligations under certain contracts with Maryland Pig Services.
- Advised the Debtors, drafted a motion, and prepared for and successfully conducted a hearing at which the Court approved the Debtors’ key employee retention program.
- Prepared for and participated in numerous meetings of the Debtors’ Board of Directors and Finance Committee.

- Drafted and filed two motions and prepared for and successfully conducted a hearing at which the Debtors were granted authorization: (i) to assume a certain agreement which provides for the sale of nitrogen oxygen allowances to Aquila Energy Marketing Company, and (ii) to sell certain similar assets to Conectiv.
- Negotiated adequate protection stipulations and drafted and filed motions seeking authorization for the Debtors to provide adequate protection to Chicago Cold Rolling, L.L.C. and RZB Finance LLC, and negotiated and drafted a stipulation relating to same.
- Drafted a motion and prepared for and successfully conducted a hearing at which the Court authorized the Debtors' purchase of certain real property from CENTEC Roll Corporation and Lehigh Heavy Forge Corporation.
- Advised the Debtors regarding the complaint filed by the PBGC seeking to terminate the Pension Plan of Bethlehem Steel Corporation and Subsidiary Companies, and drafted, reviewed, and revised a motion to dismiss the Complaint in the United States District Court for the District of Columbia.
- Assisted the Debtors in developing a proposal to the authorized representatives of retired employees regarding the termination of health and life insurance benefits (the "Termination"), attended meetings with the Retiree Committee in connection therewith, drafted and filed a motion pursuant to section 1114 of the Bankruptcy Code (the "1114 Motion") seeking authorization for the Termination, drafted a reply to an objection to the 1114 Motion, drafted affidavits in support of the 1114 Motion, prepared for and successfully conducted a hearing on March 24, 2003 at which the relief sought in the 1114 Motion was granted, and successfully opposed the official committee of retirees' appeal of the order granting the 1114 Motion.
- Advised the Debtors extensively concerning the negotiation, consummation, and closing of the ISG Transaction, including the (i) review and negotiation of the asset purchase agreement, (ii) analysis of the tax, labor, intellectual property, real estate, environmental, ERISA, and other consequences of the asset purchase agreement, dated March 12, 2003 (the "APA"), (iii) review and negotiation of amendments and supplements to the APA, and (iv) negotiations with key creditor constituencies and government agencies in order to effectuate the closing of the ISG Transaction on May 7, 2003.
- Drafted and filed a motion seeking, *inter alia*, (i) authorization for the Debtors to sell substantially all of their assets to ISG, (ii) approval of certain bidding procedures in connection therewith, (iii) authorization for the Debtors to assume and assign certain executory contracts and unexpired leases, and (iv) approval of the proposed form of notice, and prepared for and successfully conducted a hearing on April 22, 2003 at which the ISG Transaction was approved.
- Analyzed various tax issues and advised the Debtors with respect to such issues, including the priority status of various asserted tax claims, the Debtors' tax obligations in respect of the ISG Transaction, and the potential implementation of a "G" Reorganization.

- In order to effectuate the ISG Transaction, negotiated settlements and drafted and filed motions pursuant to Bankruptcy Rule 9019 seeking authorization for the Debtors to compromise and settle claims with (i) the USWA, (ii) certain Indiana taxing authorities, and (iii) the Coal Act Funds, and prepared for and successfully conducted a hearing on April 22, 2003 at which such settlements were approved.
- Assisted ISG and the Debtors in their negotiations with the PBGC which ultimately resulted in a compromise and settlement of claims which facilitated the consummation of the ISG Transaction.
- Conducted research and prepared separate draft pleadings seeking authorization for (i) Bethlehem to purchase the assets of certain railroad subsidiaries (the “RR Subs”), and (ii) the merger of the RR Subs and the Debtors, and drafted a complaint to enjoin the Coal Act Funds from taking certain actions relating to same.
- Negotiated an amendment to the Debtors’ Revolving Credit and Guaranty Agreement, and prepared for and successfully conducted a hearing at which the Court approved the amendment and granted the Debtors authorization to pay an amendment fee in connection therewith.
- Conducted numerous meetings and teleconferences with the Debtors and counsel to the Creditors’ Committee to discuss the prosecution of avoidance actions, conducted research, drafted complaints, conducted an internal conflicts check, and filed approximately 1,500 avoidance actions seeking to recover preferential payments made by the Debtors in the ninety day period prior to the Commencement Date.
- Negotiated a settlement of claims filed by the United States of America in respect of purported environmental liabilities, drafted a motion seeking authorization for the Debtors to enter into such settlement pursuant to Bankruptcy Rule 9019, drafted a motion seeking to shorten the notice period prior to the hearing on such motion, and prepared for and successfully conducted a hearing at which the settlement was approved.
- Reviewed claims filed by various States and sureties related to the Debtors’ purported workers’ compensation liabilities, and participated in extensive negotiations with such States and sureties regarding the settlement of such claims.
- Advised the Debtors and counsel to the liquidating trustee concerning issues relating to the wind-down of their estates including, *inter alia*, the terms of the liquidating trust agreement, the treatment of secured, priority, administrative, and unsecured claims, and the prosecution of avoidance actions.
- Drafted, revised, and filed the Debtors’ Disclosure Statement and Plan, drafted and filed the Solicitation Procedures Motion, participated in numerous teleconferences with the Debtors and BSI to discuss procedures for soliciting acceptances to the Plan and the tabulation of votes with regard to same, resolved objections to the Disclosure Statement and confirmation of the Plan, and prepared for and successfully conducted hearings at which the Disclosure Statement was approved and the Plan was confirmed.

- Drafted, revised, and filed a liquidating trust agreement to be implemented upon the effective date of the Plan.
- Negotiated a settlement with 108 former employees who filed a motion challenging severance plan offsets for retiree health and pension benefits, drafted a motion requesting authorization for the Debtors' entry into such settlement, drafted a motion for approval of a procedure to resolve potential disputes between the Debtors and certain other former employees relating to the Debtors' alleged obligations to pay severance allowances to such former employees, and prepared for and successfully conducted a hearing at which the settlement and procedures were approved.
- Negotiated a settlement of claims filed by the United States of America in respect of purported environmental liabilities, drafted a motion seeking authorization for the Debtors to enter into such settlement pursuant to Bankruptcy Rule 9019, drafted a motion seeking to shorten the notice period prior to the hearing on such motion, and prepared for and successfully conducted a hearing on October 21, 2003 at which the settlement was approved.
- Conducted numerous teleconferences with the Debtors and their BSI to discuss the reconciliation of approximately 15,000 unsecured claims filed against the Debtors' estates, and drafted and filed nineteen omnibus claims objections seeking to disallow, expunge, reduce, or reclassify such claims.

35. Throughout the Final Compensation Period, WG&M has prepared and filed, on behalf of the Debtors, approximately 1,771 documents, motions, briefs, responsive pleadings, and stipulations. A more detailed description of the services rendered in the periods prior to the Sixth Compensation Period is contained in the prior fee applications filed by WG&M in these cases, and each such application is incorporated herein by reference as is fully set forth below.

36. WG&M advised and assisted the Debtors in every phase of the Debtors' chapter 11 cases. A core team of five attorneys (specifically Jeffrey L. Tanenbaum and George A. Davis (members of WG&M), Michele J. Meises (of counsel to WG&M), and Robert J. Lemons and Tyson M. Lomazow (associates of WG&M)) worked with the Debtors through the pendency of the cases. Of the 29,255.5 hours billed by WG&M partners, of counsel, and associates during the Final Compensation Period, 12,810.2 hours or approximately 43.7% of the

total hours were billed by this core group of five attorneys. Moreover, where needed, WG&M drew upon additional attorneys from other departments to provide expertise on employment, real estate, corporate, intellectual property, and tax issues. WG&M believes that it assisted the Debtors in these chapter 11 cases in an efficient and cost-effective manner and, under the circumstances, its request for final approval of professional fees and reimbursement of expenses should be approved as requested.

37. For many months, WG&M, on behalf of the Debtors, had engaged in extensive negotiations with the Creditors' Committee, the Debtors' prepetition institutional lenders, postpetition lenders, attorneys for ISG, and other major parties in interest in an effort to liquidate the Debtors' remaining assets in a timely and efficient manner and maximize recoveries to creditors of the Debtors' estates. WG&M has achieved these objectives, successfully facilitated the sale of substantially all the Debtors' assets to ISG, and worked diligently to ensure the satisfaction of all administrative, secured, and priority claimants. Throughout each phase of these cases, WG&M performed substantial services that were necessary to the successful prosecution of these chapter 11 cases.

38. As this Court is well aware, the professional services rendered by WG&M have required an expenditure of substantial time and effort. During the Final Compensation Period, 25,719.00 and 3,536.5 recorded hours have been expended by WG&M's professionals and paraprofessionals, respectively, in providing the required professional services.

**AUTHORIZATION FOR PAYMENT OF
HOLDBACK AND APPLICATION OF RETAINER**

39. In accordance with an agreement with the U.S. Trustee, WG&M received approval for, and payment of, 75% of the holdback amount for the first four interim fee periods (October 15, 2001 through January 31, 2002; February 1, 2002 through May 31, 2002; June 1,

2002 through September 30, 2002; and October 1, 2002 through January 31, 2003) (collectively, the “First Four Interim Periods”) in the aggregate amounts of \$233,305.88, \$225,521.18, \$289,158.75, and \$354,323.18, respectively, pursuant to Orders of this Court dated August 21, 2002, December 23, 2002, March 19, 2003, and July 22, 2003 (the “Prior Fee Orders”). Accordingly, pursuant to the Prior Fee Orders, the holdback amount for the First Four Interim Periods is currently \$367,436.35.

40. In accordance with the Order of this Court dated July 7, 2003 (the “Fifth Fee Order”), WG&M received approval for, and payment of, 25% of the holdback amount for the period February 1, 2003 through May 31, 2003 (the “Fifth Interim Period”) in the amount of \$150,921.02. Accordingly, pursuant to the Fifth Fee Order, the holdback amount for the Fifth Interim Period is currently \$452,763.07.

41. In accordance with that certain Order, dated October 15, 2001, Establishing Procedures for Interim Compensation and Reimbursement of Chapter 11 Professionals and Committee Members, dated October 15, 2001, WG&M has, to date, received payments totaling \$1,282,870.29, representing payment of eighty percent (80%) of the compensation for professional services and one hundred percent (100%) of the expenses incurred from June 1, 2003 through September 30, 2003, such that the holdback amount remaining for such period is \$303,107.60. Accordingly, the cumulative holdback amounts for the First Four Interim Periods, Fifth Interim Period, and Sixth Compensation Period is \$1,123,307.02 (collectively, the “Holdback”). By this Application, WG&M requests authorization for the Debtors to pay WG&M the balance of the Holdback, and that WG&M be authorized to apply the Retainer to partially satisfy the Holdback due WG&M.

THE REQUESTED COMPENSATION SHOULD BE ALLOWED

42. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, the extent, and the value of such services, taking into account all relevant factors, including --

(A) the time spent on such services;

(B) the rates charged for such services;

(C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

(D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and

(E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Id. § 330(a)(3).

43. In the instant case, WG&M respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary for and beneficial to the Debtors’ rehabilitation and reorganization efforts. Such services and expenditures were necessary to and in the best interests of the Debtors’ estates. WG&M further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

44. In sum, the services rendered by WG&M were necessary and beneficial to the Debtors' estates, and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved, and approval of the compensation sought herein is warranted.

WAIVER OF MEMORANDUM OF LAW

45. This Application includes citations to the applicable authorities and does not raise any novel issues of law. Accordingly, the Debtors respectfully request that the Court waive the requirement contained in Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that a separate memorandum of law be submitted.

CONCLUSION

WHEREFORE WG&M respectfully requests: (i) allowance of compensation for professional services rendered during the Sixth Compensation Period in the amount of \$1,957,298.00, which amount includes professional fees rendered from October 1, 2003 through October 22, 2003 in the amount of \$441,760.00; (ii) allowance of reimbursement for actual and necessary expenses WG&M incurred during the Sixth Compensation Period in the amount of \$86,616.59, which amount includes \$16,176.70 for reimbursement of expenses incurred from October 1, 2003 through October 22, 2003; (iii) that the Court (a) award on a final basis the aggregate fees in the amount of \$12,332,105.55, (b) award on a final basis the aggregate expenses in the amount of \$653,824.03, (c) allow payment of the Holdback in the amount of \$1,123,307.02 and amounts due for the October 2003 Period, (d) authorize WG&M to apply the balance of the Retainer against amounts due it in respect of the foregoing; (iv) the allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to WG&M's right to seek additional compensation for

services performed and expenses incurred during these chapter 11 cases which were not processed at the time of this Application; and (vii) the Court grant WG&M such other and further relief as is just.

Dated: New York, New York
November 21, 2003

/s/ George A. Davis
Jeffrey L. Tanenbaum (JT 9797)
George A. Davis (GD 2761)
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
(212) 310-8000

ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT "A"

WEIL, GOTSHAL & MANGES LLP
Attorneys for the Debtors
and Debtors in Possession
767 Fifth Avenue
New York, New York 10153
(212) 310-8000
Jeffrey L. Tanenbaum (JT 9797)
George A. Davis (GD 2761)

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		

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF SIXTH
AND FINAL APPLICATION OF WEIL, GOTSHAL & MANGES LLP
FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, George A. Davis, hereby certify that:

1. I am a partner with the applicant firm, Weil, Gotshal & Manges LLP (“WG&M”), with responsibility for the chapter 11 cases of Bethlehem Steel Corporation and its affiliated debtors in these 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 Amended 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 WG&M’s application, dated November 21, 2003 (the “Application”), for final allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that I have read the Application and to the best of my knowledge, information, and belief formed after reasonable inquiry:

- a. the fees and disbursements sought fall within the Local Guidelines;
- b. the fees and disbursements sought are billed at rates in accordance with practices customarily employed by WG&M and generally accepted by WG&M’s clients; and
- c. in providing a reimbursable service, WG&M does not make a profit on that service, whether the service is performed by WG&M 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 WG&M has complied with the provision requiring it to provide the counsel for the statutory creditors’ committee appointed in these cases and the Debtors, on a monthly basis, with a statement of WG&M’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 statutory creditors' committee, and the United States Trustee for the Southern District of New York are being provided with a copy of the Application.

Dated: New York, New York
November 21, 2003

/s/ George A. Davis
George A. Davis (GD 2761)

**EXHIBIT B
PROFESSIONAL SERVICES RENDERED
BY WEIL, GOTSHAL & MANGES LLP
ON BEHALF OF THE DEBTORS
OCTOBER 15, 2001 THROUGH OCTOBER 22, 2003**

Name of Professional	Department and Year Admitted	Hourly Billing Rate (\$)	Sixth		Final	
			Total Hours Billed	Total Compensation (\$)	Total Hours Billed	Total Compensation (\$)
Harvey R. Miller	BFR - 1959	800.00	4.20	3,360.00	4.20	3,360.00
Harvey R. Miller	BFR - 1959	750.00	6.60	4,950.00	324.40	243,300.00
Harvey R. Miller	BFR - 1959	700.00	0.00	0.00	504.60	353,196.16
Mark A. Vogel	T - 1963	695.00	0.00	0.00	0.50	347.50
Mark A. Vogel	T - 1963	665.00	0.00	0.00	4.70	3,125.50
Martin B. Amdur	T- 1968	715.00	4.80	3,432.00	4.80	3,432.00
Martin B. Amdur	T - 1968	680.00	22.70	15,436.00	113.40	77,112.00
Mark A. Jacoby	L - 1966	620.00	27.70	17,174.00	27.70	17,174.00
Mark A. Jacoby	L - 1966	580.00	73.70	42,746.00	396.80	230,144.00
Mark A. Jacoby	L - 1966	540.00	0.00	0.00	82.50	44,550.00
Kevin P. Hughes	L - 1968	610.00	0.00	0.00	1.10	671.00
Carl D. Bellows	T&E - 1974	680.00	0.00	0.00	3.00	2,040.00
Richard P. Krasnow	BFR - 1972	695.00	0.40	278.00	0.40	278.00
Carlyn S. McCaffrey	T&E - 1974	680.00	0.30	204.00	0.30	204.00
Simeon Gold	C - 1974	695.00	3.80	2,641.00	145.70	101,261.50
Simeon Gold	C - 1974	665.00	0.00	0.00	65.20	43,355.14
Kenneth Heitner	T - 1977	725.00	0.00	0.00	1.00	725.00
Ted S. Waksman	C - 1974	735.00	7.60	5,586.00	7.60	5,586.00
Ted S. Waksman	C - 1974	695.00	6.70	4,656.50	349.70	243,041.50
Ted S. Waksman	C - 1974	665.00	0.00	0.00	0.60	399.00
Jeffrey L. Tanenbaum	BFR - 1977	735.00	206.70	151,924.50	206.70	151,924.50
Jeffrey L. Tanenbaum	BFR - 1977	695.00	191.30	132,953.50	1,509.80	1,049,311.00
Jeffrey L. Tanenbaum	BFR - 1977	665.00	0.00	0.00	1,243.20	826,676.05
David R. Berz	TP&R - 1985	670.00	20.50	13,735.00	20.50	13,735.00
David R. Berz	TP&R - 1985	635.00	33.10	21,018.50	302.30	191,960.50
David R. Berz	TP&R - 1985	605.00	0.00	0.00	233.50	141,261.46
Joseph S. Allerhand	C - 1978	685.00	0.00	0.00	0.30	205.50
Robert L. Messineo	C - 1979	695.00	0.00	0.00	1.90	1,320.50
Robert C. Odle, Jr	TP&R - 1969	580.00	0.00	0.00	0.50	290.00
Mary Jean M. Potenzzone	T - 1981	680.00	0.00	0.00	1.00	680.00
Mary Jean M. Potenzzone	T - 1981	645.00	0.00	0.00	26.00	16,770.00
Charles E. Harrell	C - 1982	525.00	0.00	0.00	6.60	3,465.00
Michael K. Kam	T - 1987	640.00	9.90	6,336.00	9.90	6,336.00
Michael K. Kam	T - 1987	610.00	6.20	3,782.00	237.70	144,997.00
Michael K. Kam	T - 1987	580.00	0.00	0.00	207.10	120,110.89
Richard L. Levine	B&SL - 1984	580.00	0.00	0.00	4.00	2,320.00
Stephen A. Radin	B&SL - 1983	680.00	0.00	0.00	0.30	204.00
Warren T. Buhle	C - 1975	680.00	0.00	0.00	80.90	55,012.00
Warren T. Buhle	C - 1975	645.00	0.00	0.00	88.20	56,885.70
Stuart J. Goldring	T - 1982	715.00	16.80	12,012.00	16.80	12,012.00
Stuart J. Goldring	T - 1982	680.00	35.40	24,072.00	68.70	46,716.00

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Name of Professional	Department and Year Admitted	Hourly Billing Rate (\$)	Sixth		Final	
			Total Hours Billed	Total Compensation (\$)	Total Hours Billed	Total Compensation (\$)
Stuart J. Goldring	T - 1982	580.00	0.00	0.00	12.60	7,308.00
David B. Hird	TP&R - 1977	440.00	0.00	0.00	0.30	132.00
Elliot L. Hurwitz	C - 1985	550.00	0.00	0.00	33.20	18,260.00
Elliot L. Hurwitz	C - 1985	525.00	0.00	0.00	6.00	3,150.00
Miranda S. Schiller	B&SL-1986	550.00	0.00	0.00	0.20	110.00
Samuel M. Zylberberg	C - 1988	550.00	0.00	0.00	3.00	1,650.00
Debra A. Dandeneau	BFR - 1987	500.00	0.00	0.00	0.40	200.00
Howard B. Dicker	C - 1989	640.00	0.60	384.00	0.60	384.00
Howard B. Dicker	C - 1989	610.00	2.20	1,342.00	4.10	2,501.00
Howard B. Dicker	C - 1989	550.00	0.00	0.00	4.40	2,420.00
Howard B. Dicker	C - 1989	525.00	0.00	0.00	16.40	8,609.79
George A. Davis	BFR - 1991	620.00	126.70	78,554.00	126.70	78,554.00
George A. Davis	BFR - 1991	580.00	305.60	177,248.00	1,280.10	742,458.00
George A. Davis	BFR - 1991	500.00	0.00	0.00	975.40	487,664.79
William H. Horton, Jr.	T- 1976	580.00	0.00	0.00	0.90	522.00
Catherine T. Dixon	C - 1980	755.00	0.30	226.50	0.30	226.50
Catherine T. Dixon	C - 1980	725.00	0.00	0.00	5.20	3,770.00
Catherine T. Dixon	C - 1980	685.00	0.00	0.00	1.80	1,232.24
Diane Harvey	B&SL - 1991	450.00	0.00	0.00	1.70	764.89
Malcolm E. Landau	C - 1993	500.00	0.00	0.00	0.20	100.00
Adam P. Strochak	TP&R - 1993	425.00	0.00	0.00	1.70	722.50
Alfredo R. Perez	BFR - 1980	635.00	0.00	0.00	0.40	254.00
Jeffrey D. Osterman	TP&R - 1996	475.00	0.00	0.00	6.30	2,992.50
Allan S. Metrick	T&E - 1973	525.00	0.00	0.00	2.00	1,050.00
Timothy E. Hoeffner	B&SL - 1987	500.00	0.00	0.00	0.30	150.00
Lawrence J. Baer	L - 1984	520.00	4.60	2,392.00	4.60	2,392.00
Lawrence J. Baer	L - 1984	490.00	2.40	1,176.00	194.70	95,403.00
Lawrence J. Baer	L - 1984	465.00	0.00	0.00	72.40	33,666.00
Lawrence J. Baer	L - 1984	440.00	0.00	0.00	161.40	71,012.52
Steven M. Margolis	T - 1990	485.00	0.00	0.00	0.50	242.50
Michele J. Meises	BFR - 1992	495.00	201.30	99,643.50	201.30	99,643.50
Michele J. Meises	BFR - 1992	465.00	241.10	112,111.50	912.00	424,080.00
Michele J. Meises	BFR - 1992	440.00	0.00	0.00	451.40	198,602.97
Barry S. Gold	BFR - 1995	495.00	137.30	67,963.50	137.30	67,963.50
Barry S. Gold	BFR - 1995	465.00	11.00	5,115.00	11.00	5,115.00
Michelle R. Goldstein-Roman	T - 1990	410.00	0.00	0.00	5.00	2,050.00
Richard I. Ellenbogen	C - 1985	500.00	2.50	1,250.00	5.00	2,500.00
Nancy Y. Tong	T - 1994	490.00	104.80	51,352.00	104.80	51,352.00
Nancy Y. Tong	T - 1994	450.00	78.50	35,325.00	725.30	326,385.00
Nancy Y. Tong	T - 1994	420.00	0.00	0.00	366.50	153,928.94
Adam P. Strochak	TP&R - 1996	350.00	0.00	0.00	0.30	105.00

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Name of Professional	Department and Year Admitted	Hourly Billing Rate (\$)	Sixth		Final	
			Total Hours Billed	Total Compensation (\$)	Total Hours Billed	Total Compensation (\$)
Jeffrey D. Osterman	TP&R - 1996	450.00	0.00	0.00	3.00	1,350.00
Paul Fasciano	C - 1998	460.00	1.30	598.00	1.30	598.00
Paul Fasciano	C - 1998	420.00	6.10	2,562.00	437.10	183,582.00
Michele A. Jacobsen	T - 1997	410.00	0.00	0.00	2.00	820.00
Lisa Fine	L - 2000	310.00	0.00	0.00	8.80	2,728.00
J. C. McCutcheon	C - 2001	400.00	0.00	0.00	0.20	80.00
Michael Dojlidko	C - 1998	400.00	0.00	0.00	1.60	640.00
Johnson C. Ng	BFR - 1991	490.00	3.80	1,862.00	3.80	1,862.00
Johnson C. Ng	BFR - 1991	450.00	17.90	8,055.00	240.30	108,135.00
Johnson C. Ng	BFR - 1991	420.00	0.00	0.00	913.60	383,701.65
Jodi L. Steiner	T - 1997	395.00	0.00	0.00	26.40	10,428.00
Charan J. Sandhu	TP&R1998	400.00	0.00	0.00	38.10	15,240.00
Christine P. Hsu	LIT - 1996	415.00	0.00	0.00	517.00	214,555.00
Anna J. Hong	LIT - 1995	395.00	0.00	0.00	2.80	1,106.00
Michele J. Meises	BF&R - 1992	440.00	0.00	0.00	80.00	35,200.00
Andrew J. Clark	T - 1996	460.00	80.40	36,984.00	80.40	36,984.00
Andrew J. Clark	T - 1996	420.00	15.60	6,552.00	111.70	46,914.00
Andrew J. Clark	T - 1996	375.00	0.00	0.00	129.10	48,407.43
Gregory S. Kolton	C - 1997	435.00	0.00	0.00	28.30	12,310.50
Gregory S. Kolton	C - 1997	395.00	0.00	0.00	96.60	38,157.00
David A. Berlyne	C - 2000	435.00	0.00	0.00	20.10	8,743.50
John B. O'Loughlin, Jr.	TP&R - 1982	415.00	0.00	0.00	4.40	1,826.00
John B. O'Loughlin, Jr.	TP&R - 1982	360.00	0.00	0.00	56.30	20,268.00
Daniel Sangeap	B&SL - 2001	425.00	0.10	42.50	0.10	42.50
Daniel Sangeap	B&SL - 2001	380.00	158.70	60,306.00	158.70	60,306.00
Larry I. Willis	TP&R - pending	390.00	0.00	0.00	2.10	819.00
David N. Southard	L - 2000	330.00	0.00	0.00	88.30	29,139.00
George J. Hazel	L - 2000	330.00	0.00	0.00	27.30	9,009.00
Eric I. Lowenstein	T - 2000	425.00	7.50	3,187.50	7.50	3,187.50
Eric I. Lowenstein	T - 2000	380.00	3.40	1,292.00	177.90	67,602.00
Brian Greer	BFR - 1999	360.00	0.00	0.00	1.10	396.00
Daniel S. Holzman	C - 1999	445.00	3.30	1,468.50	3.30	1,468.50
Daniel S. Holzman	C - 1999	400.00	3.90	1,560.00	67.00	26,800.00
Daniel S. Holzman	C - 1999	360.00	0.00	0.00	93.80	33,766.53
Scott E. Cohen	BFR - 2001	290.00	0.00	0.00	2.30	667.00
Yehuda Y. Halpert	T - 2001	350.00	0.30	105.00	0.30	105.00
Oren A. Shapiro	BFR - 2001	290.00	0.00	0.00	3.10	899.00
Jeffrey R. Gleit	BFR - 2001	290.00	0.00	0.00	0.20	58.00
Allison R. Liff	C - 2001	350.00	0.00	0.00	1.40	490.00
Allison R. Liff	C - 2001	290.00	0.00	0.00	40.20	11,658.00

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Name of Professional	Department and Year Admitted	Hourly Billing Rate (\$)	Sixth		Final	
			Total Hours Billed	Total Compensation (\$)	Total Hours Billed	Total Compensation (\$)
Angela Ferrante	BFR - 2001	380.00	0.00	0.00	1,225.20	465,576.00
Angela Ferrante	BFR - 2001	330.00	0.00	0.00	820.50	270,756.40
Tyson M. Lomazow	BFR - 2001	400.00	388.20	155,280.00	388.20	155,280.00
Tyson M. Lomazow	BFR - 2001	350.00	443.20	155,120.00	1,609.30	563,255.00
Tyson M. Lomazow	BFR - 2001	290.00	0.00	0.00	1,162.20	337,001.02
Margarita T. Coale	BFR - 1999	310.00	0.00	0.00	0.10	31.00
P. J. Himelfarb	C - 1981	435.00	0.00	0.00	0.20	87.00
P. J. Himelfarb	C - 1981	400.00	0.00	0.00	5.10	2,040.00
Stephanie G. Boyarsky	L - 1998	360.00	0.00	0.00	9.60	3,456.00
Robert J. Lemons	BFR - 2001	425.00	188.30	80,027.50	188.30	80,027.50
Robert J. Lemons	BFR - 2001	380.00	95.30	36,214.00	1,290.10	490,238.00
Robert J. Lemons	BFR - 2001	330.00	0.00	0.00	1,265.50	417,578.15
Anna M. Grant	T - 2002	230.00	0.00	0.00	7.90	1,817.00
Hien M. Nguyen	C - 2002	305.00	0.00	0.00	30.90	9,424.50
Nicolec Ostrowski	C - 2001	230.00	0.00	0.00	6.80	1,564.00
Kevin M. Russell	C - 2001	230.00	0.00	0.00	13.40	3,082.00
Matthew I. Herman	L - 2002	305.00	3.10	945.50	96.70	29,493.50
Matthew I. Herman	L - 2002	230.00	0.00	0.00	99.20	22,815.75
Michael R. Hoernlein	T - 2001	370.00	28.10	10,397.00	28.10	10,397.00
Michael R. Hoernlein	T - 2001	305.00	69.20	21,106.00	143.90	43,889.50
Michael R. Hoernlein	T - 2001	230.00	0.00	0.00	25.60	5,887.71
Craig E. Johnson	BFR - 2001	290.00	0.00	0.00	252.40	73,196.00
Daniel W. Hurson	TP&R - 2001	200.00	0.00	0.00	9.30	1,860.00
Brett King	C - pending	250.00	0.00	0.00	18.30	4,575.00
Chayim D. Neubort	T - 2002	250.00	0.00	0.00	35.30	8,825.00
Kwesi A. Baiden	C - pending	250.00	0.00	0.00	3.60	900.00
Mark D. Mendoza	C - pending	250.00	0.00	0.00	10.00	2,500.00
Temi O. Ofuya	C - pending	250.00	0.00	0.00	18.90	4,725.00
Itiva Chopra	C - pending	250.00	1.20	300.00	96.30	24,075.00
Abraham A. Reshtick	T - 2000	305.00	0.00	0.00	43.80	13,359.00
Jonathan C. Derek	BFR - 2003	305.00	0.00	0.00	10.00	3,050.00
Elana M. Lederman	BFR - 2003	250.00	23.00	5,750.00	23.00	5,750.00
Jacob S. Lee	T - 2002	250.00	0.00	0.00	56.60	14,150.00
Gregory S. Fragin	BFR - pending	330.00	6.60	2,178.00	6.60	2,178.00
Gregory S. Fragin	BFR - pending	250.00	4.60	1,150.00	4.60	1,150.00
Kai-Niklas Schneider	TP&R - 2002	265.00	0.00	0.00	1.10	291.50
Andrew Stern	L - pending	240.00	0.00	0.00	10.80	2,592.00
John H. Thompson	TP&R - 2002	330.00	23.20	7,656.00	23.20	7,656.00
John H. Thompson	TP&R - 2002	265.00	0.90	238.50	4.10	1,086.50
Edward K. Kim	T - 2002	330.00	1.00	330.00	1.00	330.00
Edward K. Kim	T - 2002	250.00	10.30	2,575.00	57.90	14,475.00

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			Total Hours Billed	Total Compensation (\$)	Total Hours Billed	Total Compensation (\$)
Michael B. Chaisanguanthum	BFR - pending	275.00	60.40	16,610.00	60.40	16,610.00
Sara C. Lewis	BFR - pending	275.00	52.40	14,410.00	52.40	14,410.00
Christina F. Pullo	BFR - pending	275.00	71.10	19,552.50	71.10	19,552.50
Sherri L. Toub	BFR - pending	275.00	65.90	18,122.50	65.90	18,122.50
Brian D. Geldert	BFR - pending	275.00	67.60	18,590.00	67.60	18,590.00
Oren B. Haker	BFR - pending	275.00	71.30	19,607.50	71.30	19,607.50
Max A. Goodman	T - pending	275.00	10.40	2,860.00	10.40	2,860.00
Jill D. Chesler	T - pending	275.00	12.50	3,437.50	12.50	3,437.50
Joshua Y. Milgrim	T	100.00	0.00	0.00	35.20	3,520.00
Julie Goldenberg	BFR	100.00	0.00	0.00	4.90	490.00
Joshua Janow	TP&R	100.00	0.00	0.00	4.40	440.00
Omar-Saeed Blayton	N/A	220.00	0.00	0.00	22.90	5,038.00
Alan R. Feigenbaum	N/A	220.00	0.00	0.00	6.50	1,430.00
Oren B. Haker	N/A	220.00	0.00	0.00	12.00	2,640.00
Amanda K. Kay	N/A	220.00	0.00	0.00	50.00	11,000.00
Evan B. Kelson	N/A	220.00	0.00	0.00	4.30	946.00
Michele C. Lamberti	N/A	220.00	0.00	0.00	24.80	5,456.00
Marisa A. Leto	N/A	220.00	0.00	0.00	6.40	1,406.89
Etan Mark	N/A	220.00	0.00	0.00	19.50	4,287.99
Christina F. Pullo	N/A	220.00	0.00	0.00	128.30	28,226.00
Joel H. Rosner	N/A	220.00	0.00	0.00	8.20	1,804.00
Michael A. Schwartz	N/A	220.00	0.00	0.00	26.60	5,852.00
Andrew M. Thau	N/A	220.00	0.00	0.00	7.80	1,714.65
William P. Welty	N/A	220.00	0.00	0.00	17.00	3,740.00
Samuel J. Comer	N/A	250.00	45.70	11,425.00	45.70	11,425.00
Megan L. Cummins	N/A	250.00	12.70	3,175.00	12.70	3,175.00
Ron Elimelekh	N/A	250.00	23.50	5,875.00	23.50	5,875.00
Gabriel M. Ewing	N/A	250.00	9.50	2,375.00	54.50	13,625.00
Junine Johnson	N/A	250.00	58.10	14,375.00	58.10	14,375.00
Ursula F. Mann	N/A	250.00	7.60	1,900.00	7.60	1,900.00
Lauren C. Thelander	N/A	250.00	3.60	900.00	3.60	900.00
Patrick A. Wells	L	110.00	0.00	0.00	2.00	219.91
Matthew Viola	C	165.00	3.20	528.00	13.20	2,178.00
Matthew Viola	C	150.00	0.00	0.00	19.20	2,880.00
Marli Reifman	L	130.00	1.80	234.00	1.80	234.00
Michael Garris	BFR	125.00	0.00	0.00	1.00	125.00
Kathleen Lee	BFR	170.00	0.80	136.00	0.80	136.00
Kathleen Lee	BFR	160.00	0.50	80.00	4.30	688.00
Kathleen Lee	BFR	155.00	0.00	0.00	4.10	635.50
Kathleen Lee	BFR	145.00	0.00	0.00	34.70	5,031.50
Christine Shrestha	BFR	150.00	0.00	0.00	3.90	585.00

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Lyle S. Bartram	C	140.00	0.00	0.00	0.70	98.00
Lyle S. Bartram	BFR	130.00	0.00	0.00	0.20	26.00
Savino Ignomirello	BFR	160.00	0.00	0.00	2.10	336.00
Savino Ignomirello	BFR	145.00	0.00	0.00	12.80	1,856.00
Kevin Keenan	L	130.00	0.00	0.00	2.00	260.00
Mark Purnell	C	130.00	0.00	0.00	20.20	2,625.87
John Donlon	C	150.00	3.40	510.00	3.40	510.00
John Donlon	C	140.00	7.10	994.00	27.00	3,780.00
Donald Etienne	BFR	95.00	0.00	0.00	37.10	3,524.50
Laura Guido	BFR	135.00	0.00	0.00	2.70	364.50
Laura Guido	BFR	120.00	0.00	0.00	0.50	60.00
Lorraine Martin	BFR	120.00	0.00	0.00	459.80	55,176.00
Rachel Weidler	BFR	125.00	0.00	0.00	1.70	212.47
Rachel Weidler	BFR	120.00	0.00	0.00	52.90	6,348.00
Philip Potter	BFR	120.00	0.00	0.00	1.00	120.00
Leroy Canty	BFR	95.00	27.50	2,612.50	145.00	13,775.00
Jennifer L. Wine	BFR	135.00	0.00	0.00	47.40	6,399.00
Christine Larned	L	120.00	0.00	0.00	1.00	120.00
Miguel A. Perez	BFR	125.00	0.00	0.00	2.50	312.50
Camille George	L	135.00	0.00	0.00	3.00	405.00
Karla D. Johnson	L	125.00	0.00	0.00	3.50	437.50
Shauin Wang	BFR	150.00	222.00	33,300.00	222.00	33,300.00
Shauin Wang	BFR	140.00	263.20	36,848.00	1,299.60	181,944.00
Shauin Wang	BFR	130.00	0.00	0.00	502.10	65,265.52
Wendy S. Kane	BFR	165.00	2.90	478.50	2.90	478.50
Wendy S. Kane	BFR	155.00	0.00	0.00	15.00	2,325.00
Andrea Wilmer	BFR	95.00	6.20	589.00	39.70	3,771.50
Jocelyn C. Delossantos	BFR	135.00	0.00	0.00	14.80	1,998.00
Jocelyn C. Delossantos	BFR	125.00	0.00	0.00	28.90	3,611.41
Laura L. Saal	BFR	140.00	0.00	0.00	9.00	1,260.00
Laura L. Saal	BFR	130.00	0.00	0.00	9.80	1,274.00
Gina C. Buccellato	BFR	135.00	0.00	0.00	22.80	3,078.00
Gina C. Buccellato	BFR	125.00	0.00	0.00	1.40	174.86
Gina C. Buccellato	BFR	120.00	0.00	0.00	12.90	1,548.00
Jessica Serrano	BFR	135.00	0.00	0.00	7.40	999.00
Joshua Weintraub	BFR	125.00	0.00	0.00	10.10	1,262.50
Joshua Weintraub	BFR	120.00	0.00	0.00	7.60	912.00
Kristin D. Koppenhaver	BFR	145.00	2.70	391.50	2.70	391.50
Kristin D. Koppenhaver	BFR	135.00	1.80	243.00	30.50	4,117.50
Kristin D. Koppenhaver	BFR	125.00	0.00	0.00	4.30	537.50
Stephanie M. Kyne	BFR	130.00	6.00	780.00	6.00	780.00

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			Total Hours Billed	Total Compensation (\$)	Total Hours Billed	Total Compensation (\$)
Stephanie M. Kyne	BFR	125.00	6.30	787.50	39.20	4,900.00
Edward M. Hart	TP&R	95.00	0.00	0.00	2.40	228.00
Adam Spiegelberg	TP&R	80.00	0.00	0.00	0.70	56.00
John Hanson	CS&D	80.00	224.80	17,984.00	224.80	17,984.00
Maria Tighe	LIB	175.00	0.00	0.00	5.80	1,015.00
Luis L. Pasion	MC	110.00	7.50	825.00	7.50	825.00
Luis L. Pasion	MC	95.00	9.00	855.00	16.50	1,567.50
Luis L. Pasion	MC	90.00	0.00	0.00	4.00	359.86
Brian Robinson	MC	100.00	0.00	0.00	1.10	110.00
David Rivera	MC	110.00	0.20	22.00	0.20	22.00
David Rivera	MC	90.00	1.50	135.00	1.90	171.00
David Rivera	MC	80.00	0.00	0.00	3.00	240.00
Mark Ribaldo	MC	140.00	1.00	140.00	1.00	140.00
Mark Ribaldo	MC	110.00	4.50	495.00	11.00	1,210.00
Mark Ribaldo	MC	100.00	0.00	0.00	3.50	350.00
Dc Managing Clerk	MC	70.00	1.00	70.00	1.00	70.00
Kermit Marks	LIB	115.00	0.00	0.00	2.60	299.00
David Reith	LIB	120.00	0.00	0.00	0.80	96.00
David Reith	LIB	90.00	0.00	0.00	1.00	90.00
Frances Fredrick	LIB	170.00	0.20	34.00	0.20	34.00
Frances Fredrick	LIB	165.00	0.40	66.00	1.60	264.00
Frances Fredrick	LIB	150.00	0.00	0.00	1.60	239.98
Corbett Morris	LIB	120.00	0.40	48.00	0.40	48.00
Corbett Morris	LIB	115.00	0.30	34.50	3.80	436.98
Merill Losick	LIB	165.00	0.80	132.00	1.00	165.00
Merill Losick	LIB	150.00	0.00	0.00	1.40	210.00
Daniela M. Pugh	LIB	120.00	0.10	12.00	0.10	12.00
Daniela M. Pugh	LIB	115.00	0.60	69.00	6.10	701.50
Daniela M. Pugh	LIB	100.00	0.00	0.00	2.70	270.00
Bonnie F. Schwartz	LIB	185.00	0.00	0.00	0.30	55.50
Bonnie F. Schwartz	LIB	175.00	0.00	0.00	0.50	87.50
Philip Barahona	LIB	160.00	0.30	48.00	0.30	48.00
Philip Barahona	LIB	155.00	0.00	0.00	2.00	310.00
Philip Barahona	LIB	130.00	0.00	0.00	3.60	467.98
Marie J. Carmant	LIB	115.00	0.00	0.00	1.00	115.00
Marie J. Carmant	LIB	100.00	0.00	0.00	1.80	180.00
Luis Cruz	LIB	70.00	0.90	63.00	0.90	63.00
Luis Cruz	LIB	65.00	0.00	0.00	2.30	149.50
Cherryl Stephen	LIB	160.00	0.20	32.00	0.20	32.00
Cherryl Stephen	LIB	155.00	1.40	217.00	3.80	589.00
Cherryl Stephen	LIB	130.00	0.00	0.00	3.40	442.00

**EXHIBIT B
PROFESSIONAL SERVICES RENDERED
BY WEIL, GOTSHAL & MANGES LLP
ON BEHALF OF THE DEBTORS
OCTOBER 15, 2001 THROUGH OCTOBER 22, 2003**

Name of Professional	Department and Year Admitted	Hourly Billing Rate (\$)	Sixth		Final	
			Total Hours Billed	Total Compensation (\$)	Total Hours Billed	Total Compensation (\$)
Edith Hwang	LIB	165.00	0.00	0.00	2.90	478.50
Edith Hwang	LIB	150.00	0.00	0.00	0.80	120.00
Brenda Pancham	LIB	65.00	0.50	32.50	0.70	45.50
Maximiliano Greco	LIB	70.00	0.50	35.00	0.50	35.00
Maximiliano Greco	LIB	65.00	0.00	0.00	3.60	234.00
Grand Total:			4869.60	\$1,957,298.00	29,255.50	\$12,332,105.55

BFR-Business Finance & Restructuring; L-Litigation; TP&R-Trade Practices & Regulatory Law;
B&SL-Business & Securities Litigation; T- Tax; MC-Managing Clerk; LIB-Library

Professionals Total:	Sixth			Final		
	Blended Rates (\$)	Total Hours Billed	Total Compensation (\$)	Blended Rates (\$)	Total Hours Billed	Total Compensation (\$)
Partners & Of Counsel	591.56	1,711.50	1,012,453.00	601.63	10,934.90	6,578,802.00
Associates	360.10	2,346.60	844,984.00	358.44	14,784.10	5,299,247.61
Paraprofessionals	123.10	811.50	99,861.00	128.40	3,536.50	454,055.34
Total		4,869.60	1,957,298.00		29,255.50	12,332,105.55

EXHIBIT C
Actual and Necessary Disbursements Incurred by
Weil, Gotshal & Manges LLP on Behalf of the Debtors
October 15, 2001 Through October 22, 2003

	Sixth	Final
Disbursements	Amount	Amount
Local Transportation	8,645.67	\$36,142.56
Domestic Travel	585.55	28,253.52
Business Meals	4,164.74	27,084.81
Telephone	1,037.98	13,326.80
Postage	5,010.02	34,297.32
Air Courier/Express Mail/Messenger	6,133.91	49,376.36
Duplicating	24,036.84	253,413.57
Litigation Support Services	457.90	6,221.37
Court Reporting	3,062.73	10,256.61
Filing Fees	2,140.00	25,090.00
Computerized Research	29,238.37	163,686.70
Temporary Paralegals	827.88	2,689.39
Clipping Service/Online News Monitoring	1,275.00	4,250.00
GRAND TOTAL:	\$86,616.59	\$654,089.01

EXHIBIT D
SUMMARY OF PROFESSIONAL SERVICES RENDERED BY TASK CODE
BY WEIL, GOTSHAL & MANGES LLP
ON BEHALF OF THE DEBTORS
OCTOBER 15, 2001 THROUGH OCTOBER 22, 2003

Task Code	Description	Sixth		Final	
		Hours Billed	Amount Billed (\$)	Hours Billed	Amount Billed (\$)
W110	Case Administration	208.90	59,579.50	2,920.90	832,822.84
W120	WG&M Retention/Billing	0.00	0.00	87.70	23,441.50
W125	WG&M Retention/Fee Applications	216.50	57,089.00	1,320.00	335,975.34
W130	Other Professionals' Retention/Fee Applications	62.90	21,653.00	652.50	265,169.29
W140	Schedules/Statements of Financial Affairs, US Trustee Reports	3.00	2,050.50	197.80	73,461.65
W161	Committee Communications	64.90	41,391.00	425.20	253,863.97
W162	Governmental/Regulatory Communications	0.00	0.00	10.80	2,860.37
W163	Bank Communications	1.30	708.00	10.70	5,996.92
W164	Court Communications/Hearings	67.40	33,568.00	363.20	167,027.40
W165	Equity and Equity holders Communications	0.00	0.00	52.20	23,388.50
W170	Section 105 Status Conferences	0.00	0.00	3.80	2,621.50
W180	Non-working Travel	30.30	13,210.50	171.60	86,994.50
W191	Avoidance Actions	1,007.40	269,124.50	1,008.70	269,709.50
W200	Financing/Cash Collateral	6.00	2,694.50	348.60	172,387.84
W210	Business Operations	2.40	1,138.50	927.30	410,681.56
W231	Vendor/Supplier Issues (Reclamation)	150.10	56,011.00	546.80	218,041.45
W232	Utility Issues (Deposits, etc)	0.10	58.00	697.20	284,233.52
W260	Tax Issues	181.40	87,975.00	641.50	282,553.40
W270	Corporate/Securities	60.40	21,363.00	478.30	212,887.37
W275	Insurance Issues	325.60	159,050.50	538.20	255,212.79
W280	Non-Bankruptcy Litigation	2.70	525.00	126.80	46,411.00
W290	Governance/Board of Directors	37.20	25,483.00	446.20	270,689.92
W300	Executory Contracts/Asset Sales	26.70	10,467.00	1,831.10	723,943.44
W310	Joint Ventures	0.90	364.00	908.10	437,590.07
W320	Automatic Stay/Adequate Protection	24.60	10,131.00	571.50	239,204.74
W330	1113/1114/Employee Issues	451.70	207,293.50	3,952.80	1,798,798.01
W340	Employee Benefits/Union Issues	0.00	0.00	803.40	364,266.50
W370	Environmental Issues	135.70	63,940.50	777.40	408,629.86
W400	Claims Administration Process	382.30	152,753.00	745.60	293,243.83
W410	Bar Date Process	0.00	0.00	191.10	55,075.63
W420	Adversarial Proceedings	248.90	95,128.50	1,705.00	659,386.33
W500	Plan of Reorganization Process/Sale of Major Divisions	1,170.30	564,548.00	5,654.50	2,799,801.49
W510	Plan Implementation	0.00	0.00	6.60	4,098.02
W530	Business Plan	0.00	0.00	5.60	2,965.50
W580	Exit Facility	0.00	0.00	1.20	276.00
W705	Potential New Filing Entities First Day Preparation	0.00	0.00	94.10	30,124.00
W710	Potential New Filing Entities Sale Process	0.00	0.00	31.50	18,270.00
TOTAL:		4,869.60	\$1,957,298.00	29,255.50	12,332,105.55

EXHIBIT “E”

BETHLEHEM STEEL CORPORATION

**APPLICATIONS, MOTIONS, AND OTHER DOCUMENTS
FILED BY WEIL, GOTSHAL & MANGES LLP
JUNE 1, 2003 THROUGH OCTOBER 22, 2003³**

06/02/2003	Proposed Stipulation and Order Resolving Reclamation Dispute Among the Debtors and SSM Coal LLC
06/04/2003	Proposed Stipulation and Order Between Debtors and Grubb and Ellis Company Withdrawing Appeal of Grubb and Ellis Company
06/10/2003	Debtors' Second Omnibus Objection to Proofs of Claim (Reclassify Penalty Claims)
06/13/2003	Notice of Filing of Correction to Schedule 1.1(d) to Asset Purchase Agreement with International Steel Group, Inc.
06/19/2003	Notice of Adjournment of Hearing to Consider Motion of Calvin D. Peters and Other Claimants to Compel Immediate Payment of Administrative Expense Claims
06/20/2003	Monthly Operating Report
06/23/2003	Stipulation and Order Between Bethlehem Steel Corporation and Lehigh Heavy Forge Corporation, CENTEC Roll Corporation and West Homestead Engineering & Machine Company, with Respect to Setoff of Mutual Prepetition Debts
06/26/2003	Fifth Application of Weil, Gotshal & Manges LLP, as Attorneys for the Debtors, for (I) Interim Allowance of Compensation for Professional Services Rendered, (II) Reimbursement of Actual and Necessary Expenses Incurred from February 1, 2003 through May 31, 2003, and (III) Payment of Additional 15% of Holdback for Fourth Interim
06/27/2003	Notice of Hearing to Consider Fifth Applications for Interim Allowance of Compensation and Reimbursement of Expenses

³ WG&M filed approximately 1,481 preference actions which have been omitted from this Exhibit.

07/01/2003	Stipulation and Order by and between ASGCO Manufacturing, Inc. and Bethlehem Steel Corporation Settling Reclamation Claim
07/02/2003	Notice of Second Adjournment of Hearing to Consider Motion of Calvin D. Peters and Others Claimants to Compel Immediate Payment of Administrative Expense Claims
07/07/2003	Notice of Third Adjournment of Hearing to Consider Motion of Calvin D. Peters and Other Claimants to Compel Immediate Payment of Administrative Expense Claims
07/07/2003	Adversary Proceeding: 03-02410 Counterclaim against Allegheny Ludlum Corporation
07/07/2003	Adversary Proceeding: 03-02410 Defendants' Opposition to Allegheny Ludlum Corporation's Motion for Summary Judgment and Defendants' Cross-Motion for Summary Judgment and Affidavit of Daniel Sangeap in Support of Defendants' Cross-Motion for Summary Judgment
07/11/2003	Stipulation and Order Modifying Stay and Permitting Rodney Stoyk to Pursue Additional Claims
07/17/2003	Stipulation and Order Rejecting Contracts Between Kinder Morgan Bulk Terminals, Inc. and Bethlehem Steel Corporation
07/18/2003	Notice of Adjournment of Meeting of Creditors
07/21/2003	Debtors' Third Omnibus Objection to Proofs of Claim (Reclamation Claims)
07/21/2003	Monthly Operating Report
07/22/2003	Stipulation and Order by and between PNC Bank, National Association and Bethlehem Steel Corporation Authorizing Payment of Assets of Lukens Trusts to Bethlehem Steel Corporation
07/29/2003	Disclosure Statement for Debtors' Plan of Liquidation (with Plan of Liquidation attached)

07/29/2003	Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code
08/07/2003	Final Reclamation Claim Exhibit
08/07/2003	Stipulation and Order Rejecting Contracts Between Northern Border Pipeline Company and Bethlehem Steel Corporation
08/07/2003	Stipulation and Order with Respect to Application of United Mine Workers of America for Allowance and Payment of Administrative Expenses
08/08/2003	Stipulation and Order Between Bethlehem Steel Corporation and Superior Natural Gas Corporation with Respect to the Setoff of Mutual Prepetition Debts
08/08/2003	Debtors' Motion for an Order (I) Approving the Disclosure Statement; (II) Establishing a Record Date; (III) Establishing Notice and Objection Procedures for Confirmation of the Plan; (IV) Approving Solicitation Packages and Procedures for Distribution Thereof; and (V) Approving Forms of Ballots and Establishing Procedures for Voting on the Plan
08/20/2003	Monthly Operating Report
08/26/2003	Amended Monthly Operating Report for the Period March 1, 2003 though April 30, 2003
08/29/2003	Motion of Debtors Pursuant to Section 1121(d) of the Bankruptcy Code to Extend the Exclusive Period During Which Debtors May Solicit Acceptances of a Chapter 11 Plan
09/04/2003	Motion of Debtors Pursuant to Bankruptcy Rule 9019 for Approval and Entry of Stipulation and Order with Respect to Motion of Calvin D. Peters, et al., for Allowance and Payment of Administrative Expenses
09/04/2003	Motion of Debtors Pursuant to Section 363(b) of the Bankruptcy Code and Bankruptcy Rule 9019(b) for Approval of Procedure to Settle Severance Claims of Certain Debtors' Former Employees
09/05/2003	Debtors' Fourth Omnibus Objection to Proofs of Claim (Debt and

	Equity Interests)
09/09/2003	Debtors' Omnibus Reply to Objections to Disclosure Statement for Debtors' Plan of Liquidation
09/09/2003	Letter of Debtors in Favor of Plan of Liquidation
09/12/2003	Debtors' Fifth Omnibus Objection to Proofs of Claim (Duplicate and Amended and Superseded Claims)
09/12/2003	Debtors' Sixth Omnibus Objection to Proofs of Claim (Escheat)
09/12/2003	Debtors' Seventh Omnibus Objection to Proofs of Claim (Asbestos Claims)
09/12/2003	Proposed Order Approving Retention and Employment of Gazes & Associates LLP as Special Conflicts Counsel to the Debtors in Connection with Pursuit of Preference Recoveries, Nunc Pro Tunc to August 20, 2003
09/19/2003	Revised Exhibit A to Debtor's Sixth Omnibus Objection to Proof of Claims (Escheat)
09/19/2003	Debtors' Eighth Omnibus Objection to Proofs of Claims (Late-Filed Claims)
09/19/2003	Debtors' Ninth Omnibus Objection to Proofs of Claim (Employee Claims)
09/19/2003	Debtors' Tenth Omnibus Objection to Proofs of Claim (Tax Claims)
09/19/2003	Revised Disclosure Statement
09/19/2003	Revised Plan of Liquidation
09/22/2003	Exhibit A to Eighth Omnibus Objection
09/22/2003	Monthly Operating Report
09/29/2003	Debtors' Eleventh Omnibus Objection to Proofs of Claim (Claims

	of Government Entities, Insurers and Sureties Primarily Arising from Employment-Related Injuries of Debtors' Employees)
09/29/2003	Adversary Proceeding: 03-02408 Answer of Defendants Bethlehem Steel Corporation, BethEnergy Mines Inc., Eagle Nest Inc. and HPM Corporation
10/03/2003	Debtors' Twelfth Omnibus Objection to Proofs of Claim (Books and Records)
10/03/2003	Debtors' Thirteenth Omnibus Objection to Proofs of Claim (Litigation Claims)
10/03/2003	Debtors' Fourteenth Omnibus Objection to Proofs of Claim (UMWA Health and Retirement Funds Claims)
10/03/2003	Debtors' Fifteenth Omnibus Objection to Proofs of Claim (Environmental Claims)
10/03/2003	Debtors' Sixteenth Omnibus Objection to Proofs of Claim (Debt and Equity Interests)
10/03/2003	Debtors' Seventeenth Omnibus Objection to Claims (Duplicate and Amended and Superseded Claims)
10/10/2003	Plan Supplement
10/10/2003	Motion of Debtors for Entry of an Order Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure and Sections 362 and 553 of the Bankruptcy Code Authorizing Compromise and Settlement with United States of America
10/10/2003	Proposed Order Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code Approving Retention and Employment of Gazes & Associates LLP as Counsel to the Debtors in Connection with Pursuit of Preference Recoveries, <i>Nunc Pro Tunc</i> to August 20, 2003
10/10/2003	Affidavit of Ian Gazes in support of Amended Application of Debtors for Retention and Employment of Gazes & Associates LLP as Special Conflicts Counsel to the Debtors in connection with Preference Recovery

10/10/2003	Debtors' Eighteenth Omnibus Objection to Proofs of Claim (Escheat)
10/10/2003	Debtors' Nineteenth Omnibus Objection to Proofs of Claim (Asbestos)
10/14/2003	Debtors' Objection to Motion of Charles U. Smith to Reinstate Proof of Claim
10/17/2003	Notice of Adjourned Hearing on Debtors' Third Omnibus Objection to Proofs of Claim (Reclamation Claims)
10/20/2003	Monthly Operating Report
10/21/2003	Debtors' Memorandum of Law in support of Confirmation of Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code
10/21/2003	Debtors' Omnibus Reply to Objections to Debtors' Plan of Liquidation
10/21/2003	Plan Supplement
10/22/2003	Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code, Approved 10/22/2003

EXHIBIT “F”

**BETHLEHEM STEEL CORPORATION
 APPEARANCES BY WEIL, GOTSHAL & MANGES LLP
 BEFORE THE BANKRUPTCY COURT
JUNE 1, 2003 THROUGH OCTOBER 22, 2003**

06/30/2003	Hearing on Debtors' First Omnibus Objection to Proofs of Claim (Reclassify Claims)(Paid Claims)
07/02/2003	Hearing on Motion of International Steel Group, Inc. Seeking to Compel the Baltimore County Recorder of Deeds to Record the Sparrows Point Documents
07/16/2003	Hearing on Debtors' Second Omnibus Objection to Proofs of Claim (Reclassify Penalty Claims)
07/23/2003	Hearing on Application for Interim Professional Compensation
08/26/2003	Hearing on Debtors' Third Omnibus Objection to Proofs of Claim (Reclamation Claims)
09/10/2003	Hearing on Debtors' Motion (I) Approving the Disclosure Statement; (II) Establishing a Record Date; (III) Establishing Notice and Objection Procedures for Confirmation of the Plan; (IV) Approving Solicitation Packages and Procedures for Distribution; and (V) Approving Forms of Ballots and Establishing Procedures for Voting on the Plan
09/10/2003	Hearing on Debtors' Motion Extending the Exclusive Period During Which the Debtors may Solicit Acceptances of a Chapter 11 Plan
09/30/2003	Hearing on Debtors' Motion Seeking Entry of an Order Authorizing Procedure for Settlement of Severance Claims of Certain of the Debtors' Former Employees
10/21/2003	Hearing on Debtors' Motion Seeking Entry of an Order Authorizing Compromise and Settlement with the United States of America
10/21/2003	Hearing on Debtors' Fifth and Sixth Omnibus Objections to Proofs of Claim
10/22/2003	Hearing to Consider Confirmation of Plan, and Debtors' Fourth and Eighth Omnibus Objections to Proofs of Claim