

FILED

JUN 19 2001

KEVIN E. O'BRIEN, CLERK
UNITED STATES
BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

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**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA**

In Re:)	Chapter 11
BCE West, L.P., et al.,)	Case No. 98-12547 through 98-12570- ECF-CGC
Debtors,)	ORDER APPROVING FINAL APPLICATION OF LAZARD FRERES & CO., LLC FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES PURSUANT TO SECTIONS 330 AND 331 OF THE BANKRUPTCY CODE
EID #38-3196719)	

On July 10, 2000, Lazard Freres & Co., LLC, investment banker to the Debtors in the above-referenced Chapter 11 cases filed its Final Application for Allowance of Compensation and Reimbursement of Expenses for out-of-pocket expenses incurred during the period February 1, 2000 through May 26, 2000, as well as for final approval of all fees and expenses previously paid in these Chapter 11 bankruptcy cases ("Final Application") to Lazard Freres & Co., LLC and its predecessor BT Alex Brown (collectively referred to as "Lazard").

Pursuant to its Final Application, Lazard applied for a total of \$2.1 million in payment for its fees and \$99,738.34 for payment of its expenses for work done in the

1 Debtor's bankruptcy cases. Lazard also requested payment of an Incremental Fee in the
2 amount of \$1,801,250.00 based on a calculated percentage of the total value of the sale of
3 the Debtor's assets. The total compensation Lazard applied for was \$4,000,988.34.
4 Lazard had already been paid a total of \$2,112,708.39 as interim compensation approved
5 by this Court.

6 On August 22, 2000, Gerald K. Smith, Boston Chicken Plan Trustee (the
7 "Trustee"), objected to \$1,375,375.00 of Lazard's fees, all of Lazard's expenses of
8 \$99,738.34, and a portion of the requested Incremental Fee.

9 The Trustee and Lazard have now entered into a Stipulation which provides that
10 Lazard should be paid a total of \$3,725,565.00, which represents payment of Lazard's
11 expenses in the amount of \$99,738.00, an Incremental Fee in the amount of \$1,650,827.00,
12 and monthly fees totaling \$1,975,000.00. Based thereon, the Trustee has withdrawn his
13 objection to Lazard's Application.

14 There are sufficient unencumbered funds under the control of the Trustee to
15 immediately pay the balance due Lazard in full.

16 In light of the foregoing,

17 IT IS ORDERED that the Final Application for Allowance of Compensation and
18 Reimbursement of Expenses filed by Lazard meets the requirements for an award of
19 compensation to professionals under 11 U.S.C. § 330(a)(1)(A)&(B) by application of the
20 provisions of 11 U.S.C. § 330(a)(3)(A).

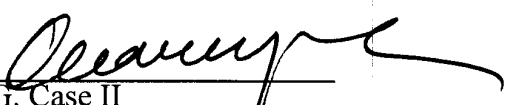
21 IT IS FURTHER ORDERED that the Final Application is approved and Lazard is
22 awarded total compensation in the amount of \$3,725,565.00;

23 IT IS FURTHER ORDERED that the Trustee is directed to pay Lazard forthwith
24 the sum of \$1,612,856.61 (representing the balance due to Lazard after deducting amounts
25 previously paid to Lazard and BT Alex Brown as interim compensation);
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IT IS FURTHER ORDERED that the aggregate award to Lazard of \$3,725,565.00 constitutes a final award of fees and expenses due Lazard and BT Alex Brown in these cases.

DATED: June 19, 2001.



Charles G. Case II
United States Bankruptcy Judge