

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: :
CITYSCAPE FINANCIAL CORP., : Case No. 98-B-22569 (ASH)
and CITYSCAPE CORP., : and 98-B-22570 (ASH)
: Jointly Administered
Debtors. :
: :

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**ORDER (A) APPROVING FINAL FEE APPLICATIONS AND APPLICATIONS FOR
SUBSTANTIAL CONTRIBUTION AWARDS AND (B) AUTHORIZING AND
DIRECTING DEBTORS TO PAY ALLOWED FEES AND EXPENSES**

Upon the applications of (i) Latham & Watkins, (ii) Gibson, Dunn & Crutcher, LLP, (iii) Jay Alix & Associates, (iv) KPMG LLP, (v) Fensterheim & Bean, P.C., (vi) Williams & Connolly, (vii) Kramer Levin Naftalis & Frankel, LLP, and (viii) Kasowitz, Benson, Torres & Friedman LLP (collectively, the Applicants) for final allowance of fees and reimbursement for expenses incurred in these chapter 11 cases or for substantial contribution awards (collectively, the Fee Applications); and notice of the Fee Applications and the hearing to consider the Fee Applications having been given to the persons set forth on the affidavit of service filed with this Court; and it appearing that such notice is good and sufficient notice and that no further notice need be given; and a hearing having been held before this Court on October 12, 1999 (the Hearing); and the objections of the U.S. Trustee to the relief requested in certain of the Fee Applications having been interposed and heard by the Court; and upon the record of the Hearing and all proceedings heretofore had herein; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED that the Fee Applications be, and they hereby are, granted to the extent set forth in column captioned, Total Awarded, on Exhibit A hereto (each amount, a

Total Award); and it is further

ORDERED that any Applicant holding a retainer (a Retainer) from the above-captioned debtors (the Debtors) is hereby authorized to apply such Retainer to the credit of the Debtors in satisfaction of such Applicant s Total Award; and it is further

ORDERED that Latham & Watkins is hereby authorized to apply the Overpayment (as defined in Latham & Watkins Fee Application) to the credit of the Debtors in satisfaction of Latham & Watkins Total Award; and it is further

ORDERED that the Debtors be, and hereby are, authorized, empowered and directed to pay the Total Award to each respective Applicant no later than October 20, 1999 (i) in each case, less the amount of any Retainer held by such Applicant, and (ii) in the case of Latham & Watkins, less the amount of the Overpayment.

Dated: White Plains, New York
October 14, 1999

/s/ Adlai S. Hardin, Jr.
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Applicant	Role	Fees Requested	Expenses Requested	Total Requested	Total Awarded
Latham & Watkins 885 Third Avenue, Suite 1000 New York, New York 10022 (212) 906-1200 Attn.: Robert J. Rosenberg, Esq. A. Brent Truitt, Esq.	Counsel for the Debtors and Debtors-in-Possession	\$1,987,688.00	\$332,506.97	\$2,320,194.97	\$2,314,876.07
Gibson, Dunn & Crutcher, LLP 200 Park Avenue New York, New York 10166-0193 (212) 351-4000 Attn.: Jerry J. Strohlic, Esq.	Special Counsel for Debtors and Debtors-in-Possession	\$1,346,238.00	\$110,045.03	\$1,456,283.03	\$1,446,283.03
Jay Alix & Associates 575 Fifth Avenue, 21 st Floor New York, New York 10017 (212) 490-2500 Attn.: Deborah H. Midanek	Consultants to the Debtors	\$58,106.00	\$7,992.68	\$66,098.68	\$66,098.68
KPMG LLP 757 Third Avenue, 10 th Floor New York, New York 10017 (212) 758-9700 Attn.: John Verdonck	Auditors of the Debtors 1998 Financial Statements	\$231,907.50	- 0 -	\$231,907.50	\$231,907.50
Fensterheim & Bean, P.C. 1250 Connecticut Avenue, N.W. Suite 700 Washington, DC 20036 (202) 637-6667 Attn.: G. David Fensterheim, Esq. - and -	Litigation Counsel in the Ordinary Course of Business to the Debtors	\$79,690.45	\$11,922.93	\$91,613.38	\$91,613.38
Williams & Connolly 725 Twelfth Street, N.W. Washington, DC 20005-5901 (202) 434-5000 Attn.: Howard W. Gutman, Esq.	Litigation Counsel in the Ordinary Course of Business to the Debtors	\$59,352.19	\$584.00	\$59,936.19	\$59,936.19
Kramer Levin Naftalis	Counsel to the	\$157,966.00	\$11,828.11	\$169,794.11	\$167,576.11 ¹

¹ Such Applicant's request for fees included up to \$10,000 of future, estimated fees to be incurred in connection with the fee application process (the Reserve). The Total Awarded to such Applicant includes the full \$10,000 Reserve. Applicant has agreed to provide the U.S. Trustee and counsel to the Debtors with time entries substantiating services to be covered by the Reserve. To the extent that Applicant's time entries do not substantiate the use of the full Reserve, Applicant will reduce its fee request accordingly.

Applicant	Role	Fees Requested	Expenses Requested	Total Requested	Total Awarded
& Frankel LLP 919 Third Avenue New York, New York 10022 (212) 715-9100 Attn.: Kenneth H. Eckstein, Esq. Kasowitz, Benson, Torres & Friedman LLP 1301 Avenue of the Americas New York, New York 10019 (212) 506-1700 Attn.: David M. Friedman, Esq.	Unofficial Committee of Subordinated Debentureholders Counsel to the Unofficial Committee of Senior Noteholders	\$87,661.50	\$2,003.45	\$89,664.95	\$89,664.95