

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re Chapter 11
:
CONTIFINANCIAL CORPORATION, et al., Case No. 00 B 12184 (AJG)
:
Debtors. (Jointly Administered)
:
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ORDER ALLOWING FINAL COMPENSATION AND
REIMBURSEMENT OF EXPENSES AND DISBURSEMENTS

Applications for final allowance of compensation and for reimbursement of expenses and disbursements (each an "Final Fee Application" and collectively, the "Final Fee Applications") having been filed in connection with the administration of the above-captioned chapter 11 cases of ContiFinancial Corporation ("CFN"), ContiMortgage Corporation ("CMC") and the above-captioned debtors (collectively, the "Debtors"), in accordance with sections 330 and 331 of the United States Bankruptcy Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), the Federal Rules of Bankruptcy Procedure, the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases adopted by the Court on April 14, 1995 and the United States Trustee Guidelines for reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted January 30, 1996, by: (i) Dewey Ballantine LLP ("Dewey"), bankruptcy

counsel to the CFN Entities and special counsel to the CMC Entities;¹ (ii) Togut, Segal & Segal LLP (“TS&S”), bankruptcy counsel to the CMC Entities; (iii) Pitney, Hardin, Kipp & Szuch, LLP (“Pitney, Hardin”), special counsel to the Debtors; (iv) Cronin & Vris LLP (“Cronin & Vris”), special counsel to the Debtors; (v) Vinson & Elkins, LLP (“Vinson & Elkins”), special counsel to the Debtors; (vi) The Blackstone Group (“Blackstone”), financial advisors to the Debtors; and (vii) Arthur Andersen, LLP (“Andersen”), auditors, tax advisors and consultants to the Debtors (Andersen together with Dewey, TS&S, Pitney, Hardin, Cronin & Vris, Vinson & Elkins and Blackstone are collectively referred to herein as the "Professionals" and individually as a "Professional"); and notice of the Final Fee Applications and the hearing (the "Fee Hearing") to consider the Final Fee Applications having been served in accordance with (a) this Court's Order dated August 31, 2000 (the "Notice Procedures Order") limiting the notice requirements for various matters in the Debtor' Chapter 11 cases and (b) this Court's Order dated December 19, 2000 (the "Confirmation Order") confirming the Third Amended Joint Plan of Reorganization of ContiFinancial Corporation and Affiliates under Chapter 11 of the Bankruptcy Code dated December 18, 2000 (the “Plan”), upon (i) the Office of the United States Trustee, (ii) Akin, Gump, Strauss, Hauer & Feld, L.L.P, counsel to the Unofficial Noteholders Committee, (iii) Weil, Gotshal & Manges LLP, counsel to the Unofficial Bank Group Committee, and (iv) any party which has filed a Notice of Appearance in these cases;

¹ The terms "CFN Entities" and "CMC Entities" have the meaning ascribed to them in the Final Fee Application filed by Dewey Ballantine LLP.

and no other or further notice being necessary or required; and the Court having carefully reviewed the Final Fee Applications; and upon the record of the Fee Hearing held on March 14, 2001; and after due deliberation and sufficient cause existing therefor; it is hereby

FOUND, ADJUDGED AND DECREED, that, in accordance with the Plan, the Confirmation Order and the Notice Procedure Order, adequate and sufficient notice of the Fee Applications and the Fee Hearing has been provided to parties in interest; it is hereby

ORDERED, that the fees and reimbursement of expenses requested in the Final Fee Applications of Professionals are awarded and approved on a final basis to the extent set forth on Schedules A and B annexed hereto and made a part hereof; and it is further

ORDERED, that, pursuant to Section 11.03(b) of the Plan, the Debtors or the Liquidating Trustee (as defined in the Plan), as the case may be, are authorized and directed to pay to each Professional the applicable amount of fees and expenses set forth in the column entitled "Total Fees and Expenses to be Paid" on Schedule B; and it is further

ORDERED that the limited objection filed on March 5, 2001 by the Liquidating Trustee to the Final Fee Applications (the "Limited Objection") is granted to the extent that the Liquidating Trust shall not have been deemed to have waived claims against the Professionals that are unrelated to the value of the services provided by such Professionals and the award of such fees as allowed hereunder pursuant to sections 327, 328, 330 and 331 of the Bankruptcy Code. As the Limited Objection is the only objection filed to the Final Fee Applications and no objection having been interposed to the amount of compensation sought, the value of services

rendered or the reimbursement of expenses including the Limited Objection, the Final Fee

Applications are granted in full.

Dated: New York, New York
March 14, 2001

s/Arthur J. Gonzalez
UNITED STATES BANKRUPTCY JUDGE