

PROSKAUER ROSE LLP

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:                               :
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                                       :           (Chapter 11)
GOLDEN BOOKS FAMILY                 :           Case Nos. 99-10030
ENTERTAINMENT, INC., et al.,       :           Through 99-10032 (TLB)
                                       :
                                       :           (Jointly Administered)
                                       :
Debtors.                             :
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**SUPPLEMENTAL AFFIDAVIT OF ALAN B. HYMAN
IN SUPPORT OF PROSKAUER ROSE LLP'S
FIRST AND FINAL FEE APPLICATION**

STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

ALAN B. HYMAN being duly sworn, deposes and says:

1. I am a member of the firm of Proskauer Rose LLP (“Proskauer”), and submit this Affidavit in support of Proskauer’s First and Final Fee Application dated September 23, 1999 (the “Application”), and in response to certain concerns raised by the Honorable Tina L. Brozman respecting associate time charges in the amount of \$77,111 raised during the hearing on

the Application held before this Court on October 18, 1999. Proskauer has reviewed the time charges in question and has agreed to reduce its fee request by \$15,000.

2. Accordingly, for this reason and for those set forth in the Application, I respectfully request that the Court grant Proskauer a supplemental award of fees in the amount of \$62,111.

/s/ Alan B. Hyman
Alan B. Hyman

Sworn to this
21st day of October, 1999

/s/ Demetria Tacey Ferguson
NOTARY PUBLIC