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

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| <hr/> | | X |
| In re: | : | (Chapter 11) |
| | : | |
| GOLDEN BOOKS FAMILY | : | |
| ENTERTAINMENT, INC., <u>et al.</u> , | : | Case Nos. 99-10030 |
| | : | Through 99-10032 (TLB) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| <hr/> | | X |

ORDER GRANTING SUPPLEMENTAL REQUEST FOR FEES

UPON consideration of the application (the "Application") seeking allowance of first and final compensation and reimbursement of expenses for professional services rendered and expenses incurred in connection with the administration of the Chapter 11 cases of the above-named debtors and debtors-in-possession (the "Debtors") for the period February 26, 1999 through and including September 1, 1999 by Proskauer Rose LLP ("Applicant"); and the Debtors' Amended Joint Plan of Reorganization under Chapter 11 of the United States Bankruptcy Code having been confirmed as of September 1, 1999, pursuant to an Order of the Court dated September 24, 1999; and a hearing (the "Hearing") to consider the Application having been held before this Court on October 18, 1999; and this Court having granted the Applicant's request for fees and reimbursement of

expenses (as modified at said Hearing) except for \$77,111 of associate time charges; and this Court having allowed Applicant to submit a supplemental affidavit with respect to such charges; and upon the filing of such supplemental affidavit by Alan B. Hyman; and it appearing that adequate notice of the Hearing having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2); and the Office of the United States Trustee having filed an objection (the "Objection") to the Applications; and the Objection having been resolved as set forth on the record of the Hearing; and good and sufficient cause appearing therefor; it is

ORDERED, that the Applicant is granted a supplemental allowance of fees in the amount of \$62,111; and it is further

ORDERED, that the Debtors are hereby authorized and directed to immediately disburse to the Applicant the amount of compensation for services rendered granted pursuant to the preceding decretal paragraph.

Dated: New York, New York
October 22, 1999

____s/Tina L. Brozman_____
THE HONORABLE TINA L. BROZMAN,
CHIEF UNITED STATES BANKRUPTCY JUDGE