



"Debtors"), the Office of the United States Trustee (the "U.S. Trustee"), the Debtors' secured creditors and all parties in interest having filed and served a notice of appearance in this cases in accordance with the Court's June 12, 1998 Administrative Order; and the Debtors and Ladenbur having agreed to amount of final compensation to be awarded and disbursements to be reimbursed as set forth herein and on the record at the hearing on December 14, 2000, subject to Court approval thereof; and the U.S. Trustee having indicated that she had no objection to the relief contained herein; and for good cause shown,

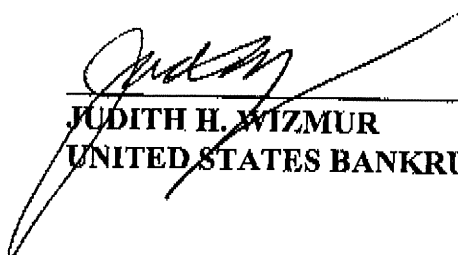
IT IS, on this 20 day of February, 2001

**ORDERED** that:

1. The Application is hereby granted in part.
2. Ladenburg is hereby awarded as a final allowance \$110,483.87 in compensation for services rendered, which compensation covers Ladenburg's financial advisory fee of \$100,000.00 in invoice number 645 for the period December 16, 1997 through January 15, 1998, pro rated for the post-petition period of January 5, 1998, through January 15, 1998, and Ladenburg's financial advisory fee of \$75,000 in invoice number 646 for the period of January 16, 1998 through February 15, 1998 (the "Compensation"). The Debtor's advance of \$5,000 for estimated expenses in invoice number 645 for the period December 16, 1997 through January 15, 1998 shall be retained by Ladenburg in full award of any expenses Ladenburg incurred ("Expenses").
3. The Compensation and Expenses were paid in advance on a pre-petition basis. To the extent that it has not already done so, Ladenberg is hereby authorized to apply any remaining advance in full satisfaction of the award.

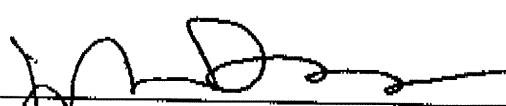
4. The remainder of the Application is hereby deemed withdrawn with prejudice and without costs, and the Debtors shall have no further liability to Ladenburg.

5. The Debtors shall serve a copy of this Order on Ladenberg, the Office of the United States Trustee and all parties having filed and served a notice of appearance within seven (7) days of its entry.

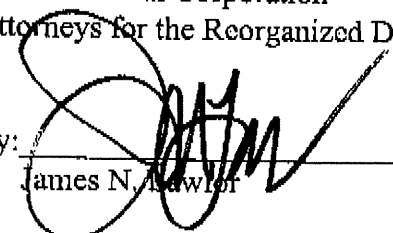
  
\_\_\_\_\_  
JUDITH H. WIZMUR  
UNITED STATES BANKRUPTCY JUDGE

The undersigned consent to the form,  
entry and substance of the within  
Consent Order:

LADENBERG THALMANN & CO. INC.

By:   
\_\_\_\_\_  
Joseph Giovanniello, Esq.  
General Counsel

GIBBONS, DEL DEO, DOLAN,  
GRIFFINGER & VECCHIONE  
A Professional Corporation  
Attorneys for the Reorganized Debtors

By:   
\_\_\_\_\_  
James N. Lawler