

**THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

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In re:	:	Chapter 11
	:	JOINTLY ADMINISTERED
LTV STEEL COMPANY, INC.,	:	
A New Jersey corporation, et al.,	:	Chief Judge Randolph Baxter
	:	
Debtors.	:	Case No. 00-43866
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**SUMMARY OF FINAL APPLICATION OF CIBC WORLD MARKETS CORP.,
FINANCIAL ADVISORS FOR THE OFFICIAL COMMITTEE OF
NOTEHOLDERS, FOR ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED DURING THE PERIOD
JANUARY 29, 2001 – JANUARY 15, 2002**

Name of applicant:	CIBC World Markets Corp.
Authorized to provide professional services to:	The Official Committee of Noteholders of LTV Steel Company, Inc., <u>et al.</u>
Date of retention:	April 6, 2001. Retention was approved <i>nunc pro tunc</i> as of January 29, 2001.
Period for which compensation is sought:	January 29, 2001 through January 15, 2002.

Total amount of compensation sought: \$1,718,261.56 (\$1,643,261.56 of which has been received; \$75,000.00 of which is currently sought from the Copperweld estates in these cases. If the fees are not paid by the Copperweld cases, LTV Steel Company, Inc., et al., is requested to pay the fees).

Total amount of expenses sought: \$38,834.70 (all of which has been received)

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A New Jersey corporation, et al.,	:	Chief Judge Randolph Baxter
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Debtors.	:	Case No. 00-43866
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FINANCIAL ADVISORS FOR THE OFFICIAL COMMITTEE OF
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SERVICES RENDERED DURING THE PERIOD
JANUARY 29, 2001 – JANUARY 15, 2002**

**TO: THE HONORABLE RANDOLPH BAXTER
CHIEF UNITED STATES BANKRUPTCY JUDGE:**

1. CIBC World Markets Corp. (“CIBC”), financial advisors to the Official Committee of Noteholders (the “Noteholders’ Committee”) of LTV Steel Company, Inc., et al. (collectively, the “Debtors”), respectfully submits this application of CIBC World Markets Corp, Financial Advisors for the Official Committee of Noteholders, for Allowance of Compensation

for Services Rendered During the Period January 29, 2001 – January 15, 2002 (the “Application”).

2. The Application is filed pursuant to the Order Authorizing LTV Steel Company, Inc. and Georgia Tubing Corporation to Establish Distribution and Dismissal Procedures and Granting Certain Related Relief (D.I. 7163) (the “Distribution Order”), which was approved by the Court on December 23, 2003. The established bar date for filing final fee applications for professionals employed in these cases (“Final Fee Application Bar Date”) is the date that is sixty (60) days after the Initial Distribution Date (as such term is defined in the Distribution Order), or January 22, 2004. Accordingly, the First Final Fee Application Bar Date is March 22, 2004.

Background

3. On January 19, 2001, pursuant to Bankruptcy Code Section 1102, the United States Trustee (the “U.S. Trustee”) appointed the Noteholders’ Committee. The Noteholders’ Committee consists of certain holders of and the indenture trustees to the 8.2% senior notes due 2007 and the 11 3/4% senior notes due 2009. Both tranches of senior notes were issued by The LTV Corporation and were guaranteed by certain other Debtors, including the Copperweld Debtors.

4. On March 8, 2001, the Noteholders’ Committee filed its Application of the Official Committee of Noteholders for an Order Authorizing the Nunc Pro Tunc Retention of CIBC World Markets Corp. (“CIBC”) as Financial Advisors (the “CIBC Application”). (See Exhibit A). By the CIBC Application, the Noteholders’ Committee requested authority to retain and employ CIBC as financial advisors in these cases and approval of CIBC’s fee structure, pursuant to Sections 328 and 1103(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure.

5. On April 6, 2001, the Court entered an order (the "CIBC Order") approving the Application, such that CIBC was authorized to receive (a) a flat monthly fee of \$150,000; (b) reimbursement for all of its reasonable out-of-pocket expenses; and (c) indemnification from the Debtors for any losses or liabilities as well as legal expenses arising from the services CIBC provides to the Noteholders' Committee (except for any losses judicially determined to be the result of CIBC's gross negligence or willful misconduct). (See Exhibit B). The Court deferred to a later date approval of the terms of a "success" fee to CIBC. CIBC is not seeking a success fee in these cases.

6. Pursuant to the CIBC Order, CIBC provided extensive financial advisory services from January 29, 2001 through January 15, 2002. According to the terms of its engagement letter with the Noteholders' Committee, CIBC was to: assist the Noteholders' Committee in analyzing and reviewing the acts, conduct, assets, liabilities and financial condition of the Company; familiarize itself to the extent appropriate with the operation of the Company's businesses, advise the Noteholders' Committee with respect to the Transaction including analyzing, negotiating and effecting a plan of reorganization or recapitalization for the Company to the extent necessary, performing valuation analyses on the Company and their assets; and any other tasks as agreed upon by CIBC and the Noteholders' Committee.

7. During the Application period, CIBC specifically contributed to estate value by working solely of behalf of the Noteholders' Committee to maximize recovery value. CIBC's work included: evaluating and securing various debtor-in-possession financing proposals to the Debtors received from its incumbent bank group, as well as third party lenders; evaluating ongoing estate cost structure issues under examination by the Debtors and its professionals; extensively evaluating and vetting the Debtor's business plan and subsequent revisions of the

plan; assisting the Debtor and its professionals in finalizing such plan; communicating with the various creditor committees/constituencies on reorganization and plan issues; evaluating Debtor's key employee retention and severance plans ("KERP"); assisting the Committee in making recommendations to alter/support such KERP plans; representing the Noteholders' Committee at the auction of the V.P. Buildings division; assisting the Debtor's professionals in the evaluation and negotiation of the final pricing and terms of the VP Buildings asset purchase agreement; extensively evaluating and vetting the asset protection plan ("APP") on behalf of the Committee; assisting the Debtor and its professionals in modifying and reviewing the assumptions behind the APP; assisting the Debtor in selecting a new Chief Financial Officer; monitoring, on a weekly and monthly basis, the financial operations of the debtor, and providing extensive financial advisory services that assisted the Committee in evaluating, and ultimately supporting, the Debtor's sale of certain assets; and reviewing the business impact of all relevant motions filed in the case during the Application period.

8. By an order entered on December 7, 2001, the Court authorized the Debtors to implement an asset protection plan (the "APP") to effect the orderly cessation of operations for, and the sale of assets of, the Debtors' integrated steel business segment (the "Integrated Steel Business"). Pursuant to the APP, LTV Steel has sold substantially all of its Integrated Steel Business assets and its tubular products division.

9. Soon after the Court's approval of the APP, the U.S. Trustee met with both the Noteholders' Committee and the Official Committee of Unsecured Creditors (the "Creditors' Committee and together with the Noteholders' Committee, the "Committees") to discuss the ongoing costs of the Committees and whether one or two Committees should exist going forward. The U.S. Trustee also stated that he opposed the continued retention of financial

advisors on a monthly flat-fee rate, as opposed to an hourly rate. Based on the U.S. Trustee's insistence that financial advisors could only continue on an hourly, as opposed to monthly, fee basis, the Noteholders' Committee could not utilize CIBC, as CIBC does not enter into hourly fee arrangements. In accordance with these discussions, the Noteholders' Committee has not utilized CIBC since on or about January 15, 2002.

10. In August 2002, it became apparent that the Debtors would either sell the Copperweld Debtors or formulate a stand-alone plan of reorganization for the Copperweld Debtors. As a result, the Noteholders' Committee determined that it would require the assistance of a financial advisor to evaluate the Copperweld Debtors' business plan, conduct valuation analysis of the potential reorganized entities and/or evaluate any potential sale of the Copperweld Debtors' assets. Therefore, on November 27, 2002, the Noteholders' Committee filed its Motion of the Official Committee of Noteholders for an Order Approving Amended Fee Structure for CIBC World Markets Corp. as Financial Advisors (the "Amended CIBC Motion").

11. On December 17, 2002, a contested hearing was held on the Amended CIBC Motion. The Debtors, General Electric Capital Corporation ("GECC"), the agent to the Copperweld Company's post-petition lenders, and the U.S. Trustee objected to the flat-fee arrangement proposed in the Amended CIBC Motion.

12. On January 17, 2003, the Court approved and authorized the Noteholders' Committee to further use the services of CIBC as the Noteholders' Committee's financial advisors but only on an hourly basis (the "Subsequent CIBC Order"). As CIBC does not provide financial advisory services on an hourly basis, the Noteholders' Committee could not utilize CIBC, notwithstanding the Subsequent CIBC Order. As a result, the Noteholders' Committee filed a Notice of Withdrawal of Motion of the Official Committee of Noteholders for an Order

Approving Amended Fee Structure for CIBC World Markets Corp. as Financial Advisors. The Noteholders' Committee subsequently retained KPMG as its financial advisors on an hourly basis.

13. During the course of these cases, CIBC filed monthly and quarterly applications pursuant to 11 U.S.C. §§ 330 and 331, and the Order Establishing Procedures for Interim Compensation and Reimbursement of Chapter 11 Professionals entered by the United States Bankruptcy Court for the Northern District of Ohio Eastern Division on January 31, 2001 (the "Fee Order").

14. As per the Fee Order, CIBC was paid monthly fees (net of holdback amounts), as well as holdbacks when appropriate. For the period January 29, 2001 to August 31, 2001, CIBC sought payment of fees and expenses in the amount of \$1,065,000 and \$32,695.92, respectively, receiving those entire amounts. (See interim orders as Exhibit C and D, respectively). As per the Order Approving Third Application of CIBC World Markets Corp., Financial Advisors for the Official Committee of Noteholders, for Interim Allowance of Compensation (\$578,261.56) and for the Reimbursement of Expenses (\$6,138.78) for Services Rendered During the Period September 1, 2001 Through January 15, 2002 ("Third Application Order"), in settlement of an informal objection raised by the Official Committee, CIBC agreed to waive fees of \$21,738.44 from the period prior to November 19, 2001 and postpone seeking payment of \$75,000.00 in fees relating to the period from November 20, 2001 through January 15, 2002. CIBC expressly reserved the right to seek allowance and payment of these fees at a later point in these cases, including from the estates of Debtors other than LTV Steel Company, Inc. CIBC has filed a final fee application seeking the \$75,000.00 from the Copperweld estates. The Copperweld final fee application hearing is currently set for March 23, 2004 at 10:30 a.m. As such, the outcome of

that hearing is not known at the time that CIBC must file this final Application in the LTV Steel Company, Inc., et al., cases. If the \$75,000.00 in fees is not approved in the Copperweld cases, CIBC expressly reserved its right to seek the fees from the LTV Steel Company, Inc., debtors. A copy of the Third Application Order is attached hereto as Exhibit E.

15. Accordingly, CIBC respectfully requests that the Court approve the \$1,643,261.56 of fees and \$38,834.70 of expenses allowed and received on an interim basis as final. Additionally, to the extent that the Court does not authorize and direct the payment of \$75,000 to CIBC for services rendered during the Application period relating to the administration of the Copperweld Debtors' estates, please allow those fees to be paid from the LTV Steel Company, Inc., et al. estates on a final basis, as well.

Submitted this 17 day of March 2004.

Respectfully submitted,
CIBC WORLD MARKETS CORP.

By: Heather L. Barlow

Heather L. Barlow
Executive Director
425 Lexington Avenue
New York, NY 10017

FINANCIAL ADVISOR FOR THE
OFFICIAL COMMITTEE OF
NOTEHOLDERS OF LTV STEEL
COMPANY, INC., ET AL.

Sworn to before me this
17th day of March

Judith Chaitow
Notary Public

JUDITH CHAITOW
Notary Public, State of New York
No. 31-4689789
Qualified in New York County
Commission Expires February 28, 2006

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

-----x)	
IN RE:)	Chapter 11
)	
LTV STEEL COMPANY, INC.,)	Jointly Administered
a New Jersey corporation, <i>et al.</i> ,)	Case No. 00-43866
)	
Debtors.)	Judge Randolph Baxter
-----x		

**ORDER APPROVING THE FINAL APPLICATION OF CIBC WORLD MARKETS CORP.,
FINANCIAL ADVISORS FOR THE OFFICIAL NOTEHOLDERS COMMITTEE FOR LTV STEEL
COMPANY, INC. *ET AL* FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES INCURRED FROM JANUARY 29, 2001
THROUGH JANUARY 15, 2002**

AND NOW THIS _____ day of _____, 2004, upon consideration of the Application of CIBC World Markets Corp., (“CIBC”) as Financial Advisors to the Official Noteholders Committee (the “Noteholders Committee” and collectively, the “Committees”) for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred From January 29, 2001 through and including January 15, 2002 (the “Applicant”), pursuant to 11 U.S.C. § 331, and no objections to this Application having been raised with the Court,

THE COURT HEREBY FINDS THAT:

1. Capitalized terms not otherwise defined herein have the meanings given to them in the Application.
2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. Sections 157 and 1334.
3. This is a core proceeding pursuant to 28 U.S.C. Section 157(b)(2).
4. The Applicant’s compensation for services rendered in connection with the Debtors' chapter 11 cases, for which the Applicant seeks final allowance in the Application, is reasonable and appropriate under section 331 of the Bankruptcy Code.

5. The Applicant's expenses incurred in connection with the Debtors' chapter 11 cases, for which they seek reimbursement in their Application, are actual and necessary expenses under section 331 of the Bankruptcy Code.

ORDERED that the Application is hereby approved in the following amounts:

1. Approving the final allowance for compensation of professional services rendered during the period from January 29, 2001 through and including January 15, 2002 in the amount of \$1,643,261.56 (all of which has been paid);

2. Approving, on a final basis, the reimbursement of Applicant's out-of-pocket expenses incurred in connection with the rendering of such professional services during the period January 29, 2001 through and including January 15, 2002 in the amount of \$38,834.70 (all of which has been paid);

3. Additionally, in the event that, and to the extent that the Court does not authorize and direct the payment of \$75,000.00 to CIBC for services rendered during the Application period relating to the administration of the Copperweld Debtors' estates, the payment of \$75,000.00 to CIBC from the LTV Steel Company, Inc., et al., estates is hereby approved on a final basis, and such payment is directed to be made to CIBC.

4. Nothing contained in this Order shall preclude any party in interest from seeking to allocate the interim compensation sought by the Application or previously paid to the Applicant pursuant to prior Orders of the Court among the estates of Debtors.

SO ORDERED:

United States Bankruptcy Judge

This 19th day of March, 2004

PREPARED BY:



A handwritten signature in black ink, appearing to read 'James G. McLean', is written over a horizontal line. The signature is stylized and cursive.

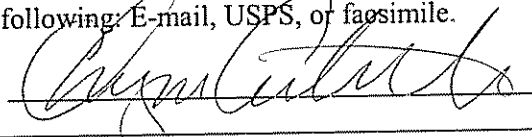
JAMES G. MCLEAN (PA I.D. 37463)

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CO-COUNSEL TO THE OFFICIAL NOTEHOLDERS COMMITTEE FOR
LTV STEEL COMPANY, INC., ET AL.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 19th day of March 2004, a true and correct copy of the foregoing was served upon the counsel of record by one or more of the following: E-mail, USPS, or facsimile.



<p>N. David Bleisch, Esquire LTV Steel Company, Inc. 5800 Lombardo Center, Suite 200 Seven Hills, Ohio 44131 Phone: (216) 642-2273 Facsimile: (216) 642-4595</p>	<p>Joseph F. McDonough, Esq. Manion, McDonough & Lucas Fourteenth Floor, 600 Grant Street Pittsburgh, Pennsylvania 15219 Phone: (412) 232-0200 Facsimile: (412) 232-0206 (Local Counsel for Official Committee of Noteholders)</p>
<p>Kay Woods, Esq. LTV Steel Company, Inc. 5800 Lombardo Center, Suite 200 Seven Hills, Ohio 44131 Phone: (216) 642-3311 Facsimile: (216) 642-4595</p>	<p>Paul M. Singer, Esq. Eric A. Schaffer, Esq. David Ziegler, Esq. Reed Smith LLP 435 Sixth Avenue Pittsburgh, Pennsylvania 15219 Phone: (412) 288-3131 Facsimile: (412) 288-3063 (Counsel for the Official Committee of Unsecured Creditors)</p>
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