



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

_____	X	
	:	
<b>In re:</b>	:	<b>Chapter 11</b>
	:	
<b>LTV STEEL COMPANY, INC.,</b>	:	
<b>a New Jersey corporation, et al.,</b>	:	<b>Case No. 00-43866</b>
	:	<b>(Jointly Administered)</b>
<b>Debtor.</b>	:	
_____	X	

**SIXTH AND FINAL APPLICATION OF ERNST & YOUNG LLP AUDITORS TO  
LTV STEEL COMPANY, INC., ET AL., FOR ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT  
OF EXPENSES INCURRED FROM  
January 1, 2001 THROUGH January 22, 2004**

TO THE HONORABLE RANDOLPH BAXTER  
CHIEF UNITED STATES BANKRUPTCY JUDGE:

Ernst & Young LLP (“E&Y, or the “Applicant”), Auditors to LTV Steel Company, Inc., et al., (the “Debtors”), as and for its sixth and final allowance of compensation for services rendered by E&Y during the period from January 1, 2001 through January 22, 2004 (“the Sixth and Final Application Period” or the “Application Period”) and reimbursement of actual and necessary expenses incurred during such period, respectfully represents:

**I. Relief Requested**

1. By this Sixth and Final Application, E&Y requests an allowance of \$2,375,470 as compensation for services E&Y rendered during the Sixth and Final Application Period. E&Y incurred out-of-pocket expenses of \$46,203 during the period and did not bill approximately \$273,179 of administration expenses which it normally would bill to its non-bankruptcy clients which were incurred during the Sixth and Final Application Period. Of these amounts, E&Y has

previously submitted billing statements to the Debtors, in accordance with the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated January 31, 2001 (the “Administrative Order”), requesting payment of fees in the aggregate amount of \$2,375,470 representing 100% of E&Y’s total fees earned during the Application Period and out-of-pocket expenses of \$46,203 incurred during the Application Period.

2. Following is a table outlining the hours and fees as well as the holdback pursuant to the Administrative Order, amounts paid, and amounts owed during the Application Period:

	<u>Hours</u>	<u>Fees</u>	<u>Expenses</u>	<u>Amount Paid</u> <sup>1</sup>	<u>Amount Owed</u> <sup>2</sup>
Sixth and Final Fee Application	10,609.3	\$2,375,470	\$46,203	\$2,353,217	\$68,456

<sup>1</sup> Reflects payments through the date of this application.

<sup>2</sup> Represents the administrative holdback for prior months invoices (April '03 through December '03) and the full amount owed for E&Y’s March '04 invoices.

## **II. SUMMARY OF SERVICES PROVIDED BY APPLICANT**

1. E&Y’s services during the Sixth and Final Application Period focused on multiple projects as further detailed in Section IV of this Application (Exhibit C contains a summary by professional for services provided during the Application Period by project categories and Exhibit D contains detailed time descriptions).

a) The Applicant submits this Application pursuant to sections 328, 330, 331 and 503(b) of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Guidelines adopted by the Executive Office for the United States Trustees, the Administrative Order, Order No. 32.

b) The Applicant expended a total of 10,609.3 hours during the period covered by this

Sixth and Final Application Period in rendering necessary and beneficial auditing services to Management, and has prepared Exhibit D based on contemporaneous daily time records maintained by the Applicant's professionals who rendered services in this case. Previous contemporaneous daily time records were filed previously in fee applications one through five with this Court.

c) All services performed for which compensation is requested were actually performed or incurred, and they were performed or incurred for and on behalf of the Debtors and not for the benefit of any other person or entity. In the opinion of the undersigned, all such services actually benefited the estate and its unsecured creditors.

d) E&Y has at all times sought to minimize fees to the estate so as to protect the interests of all creditors. Applicant has used, where possible, analysis and information prepared by the Debtors in the preparation of reports, and has only addressed material issues which have arisen in the case at the request of the Debtors and/or the Debtors' Counsel. Applicant has avoided duplication of services provided and sought, where possible, to use lower rate professionals to perform the services required for the Debtors. All of the Applicant's services have been performed at the direction of the Debtors and/or the Debtors' Counsel. In the opinion of the undersigned, E&Y's fees earned during the Sixth and Final Application Period are fair and reasonable in light of the services rendered.

e) The undersigned, by his signature below, hereby certifies that this Sixth Final Application has been delivered to Kay Woods, Esq. of The LTV Corporation with the expectation that it will be approved subject to the terms of the Debtors' Asset Protection Plan. If there are any difficulties in this area the court will be so informed.

f) The Applicant has also applied for reimbursement of actual and necessary out-of-pocket disbursements in accordance with section 330(a) (2) of the Bankruptcy Code, the

Bankruptcy Rules and the Guidelines. The Applicant would typically bill its non-bankruptcy clients for other costs and expenses (including postage, supplies, and other essential expenses and services), reimbursement of which will not be sought in this case (which amount as previously noted totaled approximately \$273,179).

g) The following exhibits are annexed to this Application:

Exhibit A: Verification of James M. Breitenbach

Exhibit B: Certificate of Service

Exhibit C: Summary of the Services Rendered by Professionals and Client Service Associates and descriptions of the Project Code Categories for the period April 5, 2003 through January 22, 2004 with reference to fee applications one through five for the time period from January 1, 2001 to April 4, 2003.

Exhibit D: Detailed Description by Project Code Category of the Services Rendered by Professionals for the period April 5, 2003 through January 22, 2004 (also sent to all parties on the Fee Service List), with reference to fee applications one through five for the time period from January 1, 2001 to April 4, 2003.

Exhibit E: Order Granting Sixth and Final Application of Ernst & Young LLP as Auditors to LTV Steel Company, Inc., et al., for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred From January 1, 2001 through January 22, 2004 subject to the terms of the Debtors' Asset Protection Plan.

Exhibit F: First through Fifth Applications for allowance of compensation for services rendered by Ernst & Young LLP, during the period from January 1, 2002 through April 4, 2003.

### **III. RETENTION OF APPLICANT**

1. LTV Steel Company, Inc., et al. commenced its case on December 29, 2000 (the "Petition Date") by filing petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). Since the Petition Date, the Debtors have been authorized to continue to operate its business and to manage its properties as debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 cases. No reorganization plan or disclosure statement has been filed in this case.

2. By Order signed March 23, 2001 (the "Retention Order"), the Court authorized the Debtors to retain the Applicant as their auditors as of December 29, 2000 in accordance with the engagement letter approved by the court on March 23, 2001. The Debtors sought to retain the Applicant in this case primarily on account of the Applicant's specific knowledge about the steel industry, its expertise and experience in performing financial statement audits in the past for the Debtor and Applicant's familiarity with the types of other issues such as accounting and tax reporting that the Debtors would face during this Chapter 11 case.

### **IV. DESCRIPTION OF SERVICES PROVIDED**

1. E&Y does not wish to burden this Court with an overly detailed or lengthy recitation of each and every matter with respect to which it has rendered services to the Debtors, which is detailed out at greater length in Exhibit D. A description of the principal services, provided by the Applicant at the request of the Debtors during this Sixth and Final Application Period, are set forth below.

2. During the Application Period, E&Y's auditors performed assurance and tax procedures, as well as, specific scope assurance procedures at the direction of the Debtors and/or

the Debtors' Counsel and for the benefit of the estate and its unsecured creditors. Specific services provided during the Application Period included:

- a) Audit of The LTV Corporation's consolidated financial statements for the years ended December 31, 2000, 2001
- b) Audit of the financial statements of the LTV Active Citizenship Campaign for the year ended December 31, 2000
- c) Audit of the VP Buildings, Inc. and VP-Graham, Inc. combined financial statements for the year ended December 31, 2000.
- d) Specific scope assurance procedures relating to LTV-Copperweld related to the annual audit of The LTV Corporation's financial statements for the year ended December 31, 2000, 2001.
- e) Specifically requested assistance on various accounting and financial reporting matters.
- f) Audit of The LTV Corporation and subsidiaries' employee benefit plans for the years ended December 31, 2000, 2001, 2002 and 2003.
- g) Expatriate tax services performed for the year ended December 31, 2000, 2001
- h) Tax services rendered in connection with the processing and filing of the LTV Corporation and subsidiaries Form 1139, Form 1120 filings and related State and Local Forms for the various taxable years ended December 31, 2001 and 2003.

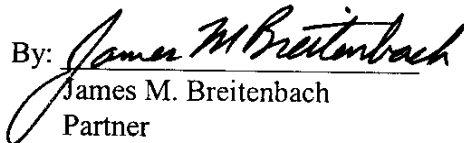
**WHEREFORE**, the Applicant respectfully requests the Court to enter an order (i) awarding the Applicant the sum of \$2,421,673 as compensation for services rendered and out-of-pocket expenses incurred during the Application Period; (ii) authorizing and directing the Debtors to pay the Applicant the sum of \$68,456 representing the total unpaid fees and out-of-

pocket expenses sought by the Applicant on a monthly basis pursuant to the Administrative Order; (iii) granting such other and further relief as the Court deems appropriate.

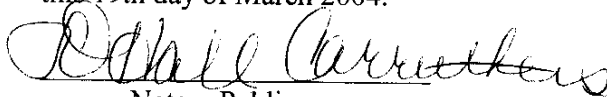
Dated: Cleveland, Ohio

March 19, 2004

Ernst & Young LLP  
Auditors to LTV Steel Company, Inc., et al.  
925 Euclid Ave.  
Cleveland, Ohio 44115  
(216) 583-1533

By:   
James M. Breitenbach  
Partner

Subscribed and sworn to before me  
this 19th day of March 2004.

  
Notary Public

**D. HALL CARRUTHERS**  
Notary Public, State of Ohio  
My Commission Expires Dec. 8, 2007  
(Recorded in Lorain County)



# **Exhibit A**


**VERIFICATION**

STATE OF OHIO

COUNTY OF CUYAHOGA

James M. Breitenbach, after being duly sworn according to law, deposes and says:

1. I am a designated signatory of the applicant firm, Ernst & Young LLP.
2. I have personally performed and/or overseen the professional services rendered by Ernst & Young LLP auditors to LTV Steel Company, Inc., et al. (the "Debtors") and am familiar with the work performed on behalf of the Debtors by the other professionals and client service associates in the firm.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

By:   
James M. Breitenbach  
Partner

Subscribed and sworn to before me  
this 19<sup>th</sup> day of March 2004.

  
Notary Public

**D. HALL CARRUTHERS**  
Notary Public, State of Ohio  
My Commission Expires Dec. 8, 2007  
(Recorded in Lorain County)

# **Exhibit B**

**CERTIFICATE OF SERVICE**

**I HEREBY CERTIFY** that a true and correct copy of the foregoing Sixth and Final Application for Allowance of Compensation For Services Rendered from January 1, 2001 through January 22, 2004, was served by Federal Express on all parties named on the attached fee service list this 19<sup>th</sup> day of March 2004.

*James M Bratenbach*

# **Exhibit C**

Summary Schedules and detail for the time period January 1, 2001 through April 4, 2003 previously submitted with fee applications one through five.

LTV Pension Audits  
 Summary of Time and Expenses  
 March 1, 2003 - October 17, 2003

	Project Code	Standard Rate	Total Hours	Professional Fees	Expenses	Total
<b>LTV USWA Pension Plan</b>						
J. Breitenbach	64	\$630	1.0	\$630	\$10	\$640
T. Trehan	64	575	4.0	2,300	0	2,300
K. Hayes	64	500	4.0	2,000	16	2,016
A. Russo	64	422	0.5	211	0	211
B. Leonard	64	222	35.0	7,770	0	7,770
A. Hawkins	64	155	49.0	7,595	0	7,595
			93.5	\$20,506	\$26	\$20,532

	Project Code	Standard Rate	Total Hours	Professional Fees	Expenses	Total
<b>ESOP</b>						
J. Breitenbach	64	\$630	1.5	\$945	\$8	\$953
S. Merk	64	575	1.5	863	0	863
K. Larsen	64	555	4.0	2,220	0	2,220
T. Bogdanski	64	315	2.2	693	0	693
B. Leonard	64	222	37.0	8,214	0	8,214
			46.2	\$12,935	\$8	\$12,943

	Project Code	Standard Rate	Total Hours	Professional Fees	Expenses	Total
<b>SPP</b>						
T. Trehan	64	\$575	3.0	\$1,725	\$0	\$1,725
K. Douglas	64	565	0.8	452	0	452
K. Hayes	64	500	2.0	1,000	0	1,000
B. Leonard	64	222	2.0	444	23	467
			7.8	\$3,621	\$23	\$3,644

page total 37,119

LTV Pension Audits  
Summary of Time and Expenses  
January 1, 2004 - January 22, 2004

	Project Code	Standard Rate	Total Hours	Professional Fees	Expenses	Total
<b>LTV ESOP</b>						
K. Larsen	64	555	6.5	3,608	0	3,608
B. Leonard	64	255	16.0	4,080	10	4,090
			<u>22.5</u>	<u>\$7,688</u>	<u>\$10</u>	<u>\$7,698</u>





INVOICE NUMBER: US0122525266

March 18, 2004

The LTV Corporation  
Mr. John T. Delmore, Vice President and Controller  
5800 Lombardo Center  
Suite 200  
Seven Hills, OH 44131

**PLEASE REMIT TO:**

Ernst & Young  
Pittsbg Ntnl Bnk - Pitt 640382  
P.O. Box 640382  
Pittsburgh, PA 15264-0382

**EIN: 34-6565596**

BU: US016 CLIENT NUMBER: 60025356

For tax services rendered through January 22, 2004 in connection with the research examination and investigation of federal, state, and local tax claims filed against the Company and identification of potentially duplicative and/or invalid.

Fees	\$44,473
Expenses	<u>0</u>
<b>Total Due</b>	<b><u>\$44,473</u></b>

<u>Individual</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Scott Grugle	22.2	550	\$12,210
William Nolan	18.4	550	10,120
Nancy Flagg	1.0	550	550
Frank Cannetti	1.6	550	880
Richard Archer	0.7	550	385
Cheryl Filippou	3.5	490	1,715
Matthew Stamp	11.0	490	5,390
William Ruehl	26.1	490	12,789
William Kambas	1.0	255	255
Michelle Gormbley	<u>0.7</u>	255	<u>179</u>
	86.2		\$44,473

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INVOICE NUMBER: US0122525452

DATE: March 18, 2004

The LTV Corporation  
Mr. John Delmore  
5800 Lombardo Center  
Suite 155  
Seven Hills, OH 44131

PLEASE REMIT TO:

Ernst & Young LLP  
Pittsbg Ntnl Bnk – Pitt 640382  
P.O. Box 640382  
Pittsburgh, PA 15264-0382

EIN: 34-6565596

BU: US016 Client Number 60025356

For tax services provided through January 22, 2004 in connection with preparation of the Form 1120 and related state, local and personal property tax returns for the Company for the taxable year ended December 31, 2003 per the engagement letter.

**Total Due** **\$8,873**

<i>Individual</i>	<i>Hours</i>	<i>Rate</i>	<i>Fee</i>
Mary Pizzuli	4.0	296	1,184
Chris Smith	21.3	361	7,689
			<u>8,873</u>

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## MASTER PCD CODE LIST

<b>PROJECT CODE</b>	<b>DESCRIPTION</b>
1.	Planning, Supervision and Review
2.	Confidentiality Issues
3.	Review Newly Received Documents
4.	General Communications with Creditors
5.	Preparation and Review of Information Requests/Related Matters
6.	Valuation/Related Matters
7.	Liquidation Analysis/Related Matters
8.	Analysis re: Potential Avoidance Actions
9.	Review of Long-Term Business Plan/Related Matters
10.	Review of Current Operating Results/Related Matters
11.	Review of Weekly/Monthly Flash Reports
12.	Analysis of Bankruptcy Schedules
13.	Analysis of Tax Returns/Related Matters
14.	Analysis of Related Party Transactions
15.	Preparation for and Attendance at Court Hearings
16.	Reclamation Claims
17.	Analysis of Return to Vendor Program
18.	Analysis of Filed Claims
19.	Review/Analyze Intercompany Claims
20.	Other Claims

## MASTER PCD CODE LIST

<b>PROJECT CODE</b>	<b>DESCRIPTION</b>
21.	Review/Analyze Liabilities Subject to Compromise
22.	Develop Hypothetical Claim Estimates
23.	Bar Date/Related Matters
24.	341 Meetings
25.	Preparation for/Participation in Meetings/Conference Calls with Debtor Representatives
26.	Preparation for/Participation in Creditor Committee Meetings/Conference Calls
27.	Preparation/Attendance/Participation in Institutional Committee Meetings/Conference Calls
28.	Preparation/Attendance/Participation in Joint Meetings of Trade and Institutional Committees
29.	Meetings with Other Parties
30.	Analyze Employee Severance, Pension, Retention and Bonus Programs
31.	Analyze Employment Contract Matters
32.	Analyze Real Property Leases
33.	Review/Analyze Motions to Assume/Reject Real Property Lease
34.	Analyze Motions for Executing Contracts other than Real Property Leases
35.	Review/Analyze Value of Real Property Leases
36.	Review DIP Facility Matters
37.	Review Other Financing Matters
38.	Review Exit Financing Matters
39.	Participate in Rule 2004 Exams/Discovery
40.	Other Litigation Matters

## MASTER PCD CODE LIST

<b>PROJECT CODE</b>	<b>DESCRIPTION</b>
41.	Participate in Negotiation and Formulation of Plan
42.	Review of Disclosure Statement
43.	Exclusivity Matters
44.	Plan Confirmation and Disclosure Statement Related Hearings
45.	Firm Retention
46.	Preparation of Fee/Expense Applications
47.	Preparation of Fee Estimates
48.	Preparation of Monthly Invoice and Support Schedules
49.	Motions to Lift Stay/Related Matters
50.	Store Closings/GOB Sales
51.	Analyze Asset Sales Proposals
52.	Cash Management and Investments
53.	Receivable Securitization Matters
54.	Derivative Related Matters
55.	Other Matters
56.	Liquidity Management Related Matters
57.	Vendor Management and Related Matters
58.	Strategic and Operational Assessment Matters
59.	Development and Implementation of Turnaround Initiatives and Related Matters
60.	Review of Turnaround/Operational Plan and Related Matters

## MASTER PCD CODE LIST

<b>PROJECT CODE</b>	<b>DESCRIPTION</b>
61.	Planning and Risk Assessment for Annual Audit and Related Matters
62.	Observations of Physical Inventories and Related Matters
63.	Internal Control Assessment and Testing and Related Matters
64.	Audit of Financial Statement Accounts and Related Matters
65.	Reporting on Annual Financial Statements and Related Matters
66.	Consulation Regarding Accounting Issues and Other Procedures Outside of Audit Scope and Related Matters
67.	Preparation and Review of Federal, State, and Local Tax Filings and Other Compliance Matters
68.	Consultation Regarding Federal, State and Local Tax Matters
69.	Non-Working Travel Time
70.	Preparation and analysis of store performance database

# **Exhibit D**

**Summary Schedules and detail for the time period January 1, 2001 through April 4, 2003 previously submitted with fee applications one through five.**





INVOICE NUMBER: 22006704

October 27, 2003

The LTV Corporation  
Mr. John T. Delmore, Vice President & Controller  
5800 Lombardo Center  
Suite 200  
Seven Hills, OH 44131

**PLEASE REMIT TO:**

Ernst & Young  
Pittsbg Ntnl Bnk - Pitt 640382  
P.O. Box 640382  
Pittsburgh, PA 15264-0382

**EIN: 34-6565596**

BU: US016 CLIENT NUMBER: 60025356

Billing for audit work performed from ~~March 1,~~ <sup>April 5,</sup> 2003 through October 17, 2003 related to The LTV Steel Group Employee Stock Ownership Plan, LTV Steel USWA Plan and the LTV Steel Supplemental Pension Plan related to the financial statement audits for the year ended December 31, 2002.

Fees	\$37,062
Expenses	<u>57</u>
<b>Total Due</b>	<b><u>\$37,119</u></b>

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REMITTANCE COPY

LTV Pension Audits  
 Summary of Time and Expenses

April 5, ~~March 1~~, 2003 - October 17, 2003

	Project Code	Standard Rate	Total Hours	Professional Fees	Expenses	Total
<b>LTV USWA Pension Plan</b>						
J. Breitenbach	64	\$630	1.0	\$630	\$10	\$640
T. Trehan	64	575	4.0	2,300	0	2,300
K. Hayes	64	500	4.0	2,000	16	2,016
A. Russo	64	422	0.5	211	0	211
B. Leonard	64	222	35.0	7,770	0	7,770
A. Hawkins	64	155	49.0	7,595	0	7,595
			93.5	\$20,506	\$26	\$20,532

	Project Code	Standard Rate	Total Hours	Professional Fees	Expenses	Total
<b>ESOP</b>						
J. Breitenbach	64	\$630	1.5	\$945	\$8	\$953
S. Merk	64	575	1.5	863	0	863
K. Larsen	64	555	4.0	2,220	0	2,220
T. Bogdanski	64	315	2.2	693	0	693
B. Leonard	64	222	37.0	8,214	0	8,214
			46.2	\$12,935	\$8	\$12,943

	Project Code	Standard Rate	Total Hours	Professional Fees	Expenses	Total
<b>SPP</b>						
T. Trehan	64	\$575	3.0	\$1,725	\$0	\$1,725
K. Douglas	64	565	0.8	452	0	452
K. Hayes	64	500	2.0	1,000	0	1,000
B. Leonard	64	222	2.0	444	23	467
			7.8	\$3,621	\$23	\$3,644





















	May				June				July				Total							
	14	15	16	19	2	17	23	24	25	1	2	14		15	16	17	18	26	27	28
<b>SPP</b>																				
Planning	61																			0.0
Participant Data/Contributions Valuation	64																			0.0
Benefit Payments	64																			0.0
Investments	64																			0.0
F/S Support & Reporting	64																			0.0
General Procedures	64																			0.0
Review, Supervision & Administration	64																			0.0
Total SPP		0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
<b>USWA</b>																				
Planning	61									3.0										3.0
Participant Data/Contributions Valuation	64									5.0	8.0	3.0								18.0
Benefit Payments	64											3.0			0.5	1.0				17.5
Investments	64											4.0								4.0
F/S Support & Reporting	64																			0.0
General Procedures	64																			0.0
Review, Supervision & Administration	64										1.0		1.0	4.5						6.5
Total USWA		0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	8.0	8.0	8.0	8.0	8.0	1.0	0.0	0.0	0.0	0.0	49.0
<b>ESOP</b>																				
Planning	61																			0.0
Participant Data/Contributions Valuation	64																			0.0
Benefit Payments	64																			0.0
Investments	64																			0.0
F/S Support & Reporting	64																			0.0
General Procedures	64																			0.0
Review, Supervision & Administration	64																			0.0
Total ESOP		0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
<b>Total</b>		0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	8.0	8.0	8.0	8.0	8.0	1.0	0.0	0.0	0.0	0.0	49.0



INVOICE NUMBER: US0122524912

March 18, 2004

LTV Corporation, The  
Mr. John T. Delmore, Vice President & Controller  
5800 Lombardo Center  
Suite 200  
Seven Hills, OH 44131

**PLEASE REMIT TO:**

Ernst & Young  
Pittsbg Ntnl Bnk - Pitt 640382  
P.O. Box 640382  
Pittsburgh, PA 15264-0382

**EIN: 34-6565596**

BU: US016 CLIENT NUMBER: 60025356

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Billing for audit work performed from January 1, 2004 through January 22, 2004 related to The LTV Steel Group Employee Stock Ownership Plan financial statement audit for the year ended December 31, 2003.

Fees	\$7,688
Expenses	<u>10</u>
<b>Total Due</b>	<b><u>\$7,698</u></b>

PLEASE PAY BY INVOICE NUMBER AND ENCLOSE REMITTANCE COPY  
Due Upon Receipt

**CLIENT COPY**

LTV Pension Audits  
Summary of Time and Expenses  
January 1, 2004 - January 22, 2004

	Project Code	Standard Rate	Total Hours	Professional Fees	Expenses	Total
<b>LTV ESOP</b>						
K. Larsen	64	555	6.5	3,608	0	3,608
B. Leonard	64	255	16.0	4,080	10	4,090
			<u>22.5</u>	<u>\$7,688</u>	<u>\$10</u>	<u>\$7,698</u>









INVOICE NUMBER: US0122525266

March 18, 2004

**The LTV Corporation**  
**Mr. John T. Delmore, Vice President and Controller**  
**5800 Lombardo Center**  
**Suite 200**  
**Seven Hills, OH 44131**

**PLEASE REMIT TO:**

Ernst & Young  
Pittsbg Ntnl Bnk - Pitt 640382  
P.O. Box 640382  
Pittsburgh, PA 15264-0382

**EIN: 34-6565596**

BU: US016 CLIENT NUMBER: 60025356

---

For tax services rendered through January 22, 2004 in connection with the research examination and investigation of federal, state, and local tax claims filed against the Company and identification of potentially duplicative and/or invalid.

Fees	\$44,473
Expenses	<u>0</u>
<b>Total Due</b>	<b><u>\$44,473</u></b>

<u>Individual</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Scott Grugle	22.2	550	\$12,210
William Nolan	18.4	550	10,120
Nancy Flagg	1.0	550	550
Frank Cannetti	1.6	550	880
Richard Archer	0.7	550	385
Cheryl Filippou	3.5	490	1,715
Matthew Stamp	11.0	490	5,390
William Ruehl	26.1	490	12,789
William Kambas	1.0	255	255
Michelle Gormbley	<u>0.7</u>	255	<u>179</u>
	86.2		\$44,473

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Due Upon Receipt

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The LTV Corporation  
ETD TRAX Detail through January 22, 2004

Emp/Vendor	Descr	Incur Dt	Bill Rate	Hours	Std Fees
Archer,Richard L. US011313585	Hrs: Research Indiana property tax statute.	05-Dec-03	550	0.7	385
<b>Archer,Richard L. US011313585 Total</b>				<b>0.7</b>	<b>385</b>
Cannetti, Frank D US011511775	Hrs: Discussions with LTV tax manager, POAs, reveiw of proofs of calime, etc.	05-Dec-03	550	0.6	330
Cannetti, Frank D US011511775	Hrs: Fax to IRS involvency unit	12-Dec-03	550	0.2	110
Cannetti, Frank D US011511775	Hrs: Follow-up with insolvency unit and determination of liability for LTV - info to tax director	19-Dec-03	550	0.5	275
Cannetti, Frank D US011511775	Hrs: Phone call from Scott and review of notes. Phone call back to Scott on call to the IRS in December.	09-Jan-04	550	0.3	165
<b>Cannetti, Frank D US011511775 Total</b>				<b>1.6</b>	<b>880</b>
Filippou, Cheryl Alison US011170632	Hrs: LTV - OH Officer Liability for PPT	05-Dec-03	490	1.0	490
Filippou, Cheryl Alison US011170632	Hrs: LTV OH Officer Liability Issue for PPT	05-Dec-03	490	2.5	1,225
<b>Filippou, Cheryl Alison US011170632 Total</b>				<b>3.5</b>	<b>1,715</b>
Flagg, Nancy A. US011940912	Hrs: discussion and calls to find backup for Bill Nolan	17-Oct-03	550	1.0	550
<b>Flagg, Nancy A. US011940912 Total</b>				<b>1.0</b>	<b>550</b>
Gormbley, Michelle S. US012175255	Hrs: Call with New Mexico Revenue services	02-Jan-04	255	0.2	51
Gormbley, Michelle S. US012175255	Hrs: call states to determine sales and use	02-Jan-04	255	0.5	128
<b>Gormbley, Michelle S. US012175255 Total</b>				<b>0.7</b>	<b>179</b>
Grugle, Scott D. US011174616	Hrs: LTV - discussion/coordination w/B.Ruehl	05-Dec-03	550	0.3	165
Grugle, Scott D. US011174616	Hrs: LTV - coordination w/Frank Canetti re IRS claims; left vmails	05-Dec-03	550	0.2	110
Grugle, Scott D. US011174616	Hrs: LTV - transferred hrs relating to 11/26 from NBD code 11028499	05-Dec-03	550	3.0	1,650
Grugle, Scott D. US011174616	Hrs: LTV - transferred hrs from 11/24 from NBD code 11028499	05-Dec-03	550	2.0	1,100
Grugle, Scott D. US011174616	Hrs: LTV - discussion w/BNolan re background/next steps re state claims & re IRS claims	05-Dec-03	550	0.5	275
Grugle, Scott D. US011174616	Hrs: LTV - discuss property tax D&O liability issue w/client; w/B.Ruehl; w/SGill	05-Dec-03	550	0.4	220
Grugle, Scott D. US011174616	Hrs: LTV - updated B.Ruehl re client discussion; sent code; sent client schedules	05-Dec-03	550	0.7	385
Grugle, Scott D. US011174616	Hrs: LTV - client conf call w/J.Delmore & W.Kelley	05-Dec-03	550	0.5	275
Grugle, Scott D. US011174616	Hrs: LTV - review client documents; client vmails	05-Dec-03	550	0.5	275
Grugle, Scott D. US011174616	Hrs: LTV - coordination of tax claims package review; coordinate w/Dubas/B.Miller etc.	05-Dec-03	550	0.2	110
Grugle, Scott D. US011174616	Hrs: Discussion /coordination w/Frank Connetti, Pitts office IRS P &P practice	05-Dec-03	550	0.3	165

**The LTV Corporation**  
**ETD TRAX Detail through January 22, 2004**

Emp/Vendor	Descr	Incur Dt	Bill Rate	Hours	Std Fees
Grugle,Scott D. US011174616	Hrs: Client call w/Will Kelly re update on PA D&O liability confirmation & re update on state tax cliams review status	05-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: Client conf call w/Will Kelly & F.Connetti etc.	05-Dec-03	550	0.5	275
Grugle,Scott D. US011174616	Hrs: Property D&O - discussions w/D.Domin.(MI)	05-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: Property D&O - Michigan discussions w/D.Dom. re conclusions of research & addtl client remedies ; print/read email summary	05-Dec-03	550	0.3	165
Grugle,Scott D. US011174616	Hrs: Property D&O - discussion w/Cheryl re OH research & prior utility co. research etc.	05-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: State Claims - Property tax D&O liability - discuss w/SGill re contacts etc	05-Dec-03	550	0.3	165
Grugle,Scott D. US011174616	Hrs: Property D&O - calls to Rich Archer; left vmails	05-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: State Claims - update discussion w/B.Ruehl; review both new spreadsheets covering the 2 packages of claims; identified open items to discuss w/client to prep for call	05-Dec-03	550	1.0	550
Grugle,Scott D. US011174616	Hrs: State Claims - conf call w/client , JDelmor re property tax D&O review	05-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: State Claims - discussion w/Will Kelly re update/coordinate conf call	05-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: State Claims - draft email w/attachment to Will Kelly;JDelmor	05-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: State Claims - conf call w/client & B.Ruehl	05-Dec-03	550	0.7	385
Grugle,Scott D. US011174616	Hrs: OH ppt & D/O liability - discussion w/Chery ; read summary conclusion;	05-Dec-03	550	0.5	275
Grugle,Scott D. US011174616	Hrs: Indiana - ppt & D/O- draft email to B.Archer; read response	05-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: Property tax / D&O issue - discussion w/SGill; draft emails to SGill re questions	05-Dec-03	550	0.3	165
Grugle,Scott D. US011174616	Hrs: Client discussion w/Will Kelly re IRS claim update & property tax research update status	05-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: MI ppt - read Dan D. response; reply email draft	05-Dec-03	550	0.3	165
Grugle,Scott D. US011174616	Hrs: Discusssion w/B.Ruehl re next steps on Ind/Ill/PA claims; t/c's B.Nolan @ home; left messages etc	05-Dec-03	550	0.5	275
Grugle,Scott D. US011174616	Hrs: Discuss property tax update w/SGill	05-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: Indiana cliams - coordinate w/BMiller; fax to B.Ruehl etc	05-Dec-03	550	0.3	165
Grugle,Scott D. US011174616	Hrs: Vmails w/B.Nolan re Ind/Ill/Pa claims status/files	05-Dec-03	550	0.2	110

**The LTV Corporation**  
**ETD TRAX Detail through January 22, 2004**

Emp/Vendor	Descr	Incur Dt	Bill Rate	Hours	Std Fees
Grugle,Scott D. US011174616	Hrs: Client discussion re property tax claims & D&O liability for OH/MI/IND/ILL/PA w/J.Delmore & W.Kelly	05-Dec-03	550	0.5	275
Grugle,Scott D. US011174616	Hrs: Discussion w/W.Kelly, client re need for copies of certain Ind/Ill/PA claims ....	05-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: Draft summary email response to client property tax request	05-Dec-03	550	0.7	385
Grugle,Scott D. US011174616	Hrs: Send client summary email on ppt issue	05-Dec-03	550	0.3	165
Grugle,Scott D. US011174616	Hrs: EYTaxlink research Ind/ MI / OH ppt provisions; attach to email doc	05-Dec-03	550	0.3	165
Grugle,Scott D. US011174616	Hrs: Prep fax of PA claim to B.Ruehl after searching through file copies	05-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: Review through LTV addtl state claims; eng. letter; and other file documents per B.Nolan vmail	05-Dec-03	550	0.5	275
Grugle,Scott D. US011174616	Hrs: Discussions w/B.Ruehl re state claims status/next steps	12-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: Phone call Will Kelly; vmails to W.Ruehl re POA status etc.	12-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: Discussions w/F.Cannetti re status update on IRS claims	12-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: Update re state claims; B.Ruehl; vmail W.Kelly	12-Dec-03	550	0.3	165
Grugle,Scott D. US011174616	Hrs: vmails F.Cannetti; B.Ruehl	12-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: Indiana claims - sent email to B.Ruehl	12-Dec-03	550	0.1	55
Grugle,Scott D. US011174616	Hrs: Property Tax - update	12-Dec-03	550	0.1	55
Grugle,Scott D. US011174616	Hrs: IRS Claims - discussions w/F.Cannetti re status; t/c's Wil Kelly	12-Dec-03	550	0.3	165
Grugle,Scott D. US011174616	Hrs: Update w/B.Ruehl; left client vmail	19-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: coordinate client update mtg w/W.Kelly etc.	19-Dec-03	550	0.2	110
Grugle,Scott D. US011174616	Hrs: review eng. letter; WIP etc.	19-Dec-03	550	0.5	275
Grugle,Scott D. US011174616	Hrs: Discussion w/Will Kelly re status & next steps	09-Jan-04	550	0.2	110
Grugle,Scott D. US011174616	Hrs: Discussion w/F.Cannetti re status of IRS claim; draft notes to file per vmail update	09-Jan-04	550	0.2	110
Grugle,Scott D. US011174616	Hrs: Vmails to/from B.Ruehl	09-Jan-04	550	0.1	55
Grugle,Scott D. US011174616	Hrs: Client conf call w/F.Cannetti re IRS claims & next step	09-Jan-04	550	0.3	165
Grugle,Scott D. US011174616	Hrs: Client conf call w/J.Delmore;W.Kelly & B.Ruehl re state tax claims status update & next steps	09-Jan-04	550	0.4	220
Grugle,Scott D. US011174616	Hrs: Draft summary email/notes on client conf call to everyone	09-Jan-04	550	0.3	165
<b>Grugle,Scott D. US011174616 Total</b>				<b>22.2</b>	<b>12,210</b>

**The LTV Corporation**  
**ETD TRAX Detail through January 22, 2004**

Emp/Vendor	Descr	Incur Dt	Bill Rate	Hours	Std Fees
Kambas, William J. US011941683	Hrs: BR - LTV Steel Bankruptcy matter - contact state desks for answers to general real property, personal property, and PA income tax questions.	05-Dec-03	255	1.0	255
<b>Kambas, William J. US011941683 Total</b>				<b>1.0</b>	<b>255</b>
Nolan, William G US011145766	Hrs: Meeting at LTV with John Delmore to discuss state tax claims. Particular issues discussed was duplicate claims and what claims were trust taxes. Detailed review and inventory tax claims (over 100 claims). Conference with Matt Stamp re: research needs	27-Oct-03	550	3.4	1,870
Nolan, William G US011145766	Hrs: Review Matt Stamp's research re: state trust taxes. Update inventory of claims accordingly.	28-Oct-03	550	1.6	880
Nolan, William G US011145766	Hrs: Conference call with Ted Zalenski and John Delmore re: review of state tax claims. Discussion of trust tax v. responsible person tax issues.	07-Nov-03	550	0.4	220
Nolan, William G US011145766	Mileage: Ground transportation charges in excess of normal commute.	13-Nov-03	550	0.0	-
Nolan, William G US011145766	Parking: Ground transportation charges in excess of normal commute.	13-Nov-03	550	0.0	-
Nolan, William G US011145766	CommuteDed: Ground transportation charges in excess of normal commute.	13-Nov-03	550	0.0	-
Nolan, William G US011145766	Hrs: Update state tax claims schedule for additional claims provided by Will Kelly. Review claims re: nature, trust tax and responsible person liability. QC review on trust tax on responsible person liability issues.	14-Nov-03	550	3.2	1,760
Nolan, William G US011145766	Hrs: Prepare for and attend meeting at LTV to discuss trust tax analysis and formulate agenda for 11/18 meeting with outside counsel.	14-Nov-03	550	2.8	1,540
Nolan, William G US011145766	Parking: Parking at Jones Day offices.	18-Nov-03	550	0.0	-
Nolan, William G US011145766	Hrs: Revise inventory of state tax claims per comments from LTV in-house counsel. - Prepare short memorandum summarizing research performed re: trust taxes and responsible person liability.	21-Nov-03	550	3.2	1,760
Nolan, William G US011145766	Hrs: Prepare for and attend meeting at Jones Day (LTV outside counsel) to discuss state tax claims. Develop action plan re: additional claims to be researched and issues regarding personal liability for property taxes.	21-Nov-03	550	3.8	2,090
<b>Nolan, William G US011145766 Total</b>				<b>18.4</b>	<b>10,120</b>
Ruehl, William B US011642625	Hrs: state tax claims review	05-Dec-03	490	18.0	8,820
Ruehl, William B US011642625	Hrs: prep POA forms	05-Dec-03	490	0.5	245

**The LTV Corporation**  
**ETD TRAX Detail through January 22, 2004**

Emp/Vendor	Descr	Incur Dt	Bill Rate	Hours	Std Fees
Ruehl,William B US011642625	Hrs: review state tax claims for officer and director liability issues - discussions with state agencies, including IL, IN, PA, NM, regarding status of claims filed with regard to sales tax vs. use tax and related O&D liability	12-Dec-03	490	4.0	1,960
Ruehl,William B US011642625	Hrs: research and discussions with states re bankruptcy claims	12-Dec-03	490	1.5	735
Ruehl,William B US011642625	Hrs: research and discussions with Illinois bankruptcy unit re sales/use tax claims against LTV and LLC	12-Dec-03	490	1.3	637
Ruehl,William B US011642625	Hrs: conf. call w/J. Delmore, W. Kelley, T. Zalinsky and S. Grugle re status of IL, IN, NM, and PA state claims filed with potential officer liability issues	09-Jan-04	490	0.3	147
Ruehl,William B US011642625	Hrs: follow-up phone calls to states re claims filed that may include trust taxes that could result in officer and director liability issues	09-Jan-04	490	0.5	245
<b>Ruehl,William B US011642625 Total</b>				<b>26.1</b>	<b>12,789</b>
Stamp,Matthew E US011602417	Hrs: LTV - tax research for AR, AZ, CA, GA, IL, IN, KS, LA, MI, MN, MO, NC, NJ, NY, OH, PA, TN, TX and UT. Research sales, use, corporate franchise, withholding, other miscellaneous state tax claims for successor liability, personal liability upon conclu	27-Oct-03	490	10.4	5,096
Stamp,Matthew E US011602417	Hrs: LTV - prepare email, download electronic files for LTV review related to multistate claims	14-Nov-03	490	0.6	294
<b>Stamp,Matthew E US011602417 Total</b>				<b>11.0</b>	<b>5,390</b>
<b>Grand Total</b>				<b>86.2</b>	<b>44,473</b>



INVOICE NUMBER: US0122525452

DATE: March 18, 2004

The LTV Corporation  
Mr. John Delmore  
5800 Lombardo Center  
Suite 155  
Seven Hills, OH 44131

**PLEASE REMIT TO:**

Ernst & Young LLP  
Pittsbg Ntnl Bnk – Pitt 640382  
P.O. Box 640382  
Pittsburgh, PA 15264-0382

EIN: 34-6565596

BU: US016 Client Number 60025356

For tax services provided through January 22, 2004 in connection with preparation of the Form 1120 and related state, local and personal property tax returns for the Company for the taxable year ended December 31, 2003 per the engagement letter.

*Total Due* \$8,873

<i>Individual</i>	<i>Hours</i>	<i>Rate</i>	<i>Fee</i>
Mary Pizzuli	4.0	296	1,184
Chris Smith	21.3	361	7,689
			<u>\$ 8,873</u>

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LTV  
T-Form 1120  
11260426  
7/1/03-1/23/04

1,184

Activity Desc	Activity Code	Employee	Date	Bill Rate	Hours	Std Fees	Descr
General	0000	Pizzuli, Mary C. US011	01/20/04	0	0.0	0	Mileage
General	0000	Pizzuli, Mary C. US011	01/23/04	296	3.5	1,036	Hrs: On Site meeting, planning and scheduling
General	0000	Pizzuli, Mary C. US011	01/23/04	296	0.5	148	Hrs: Scheduling with Ellen and Will, disc with Chris
					<u>4.0</u>	<u>1,184.0</u>	
Tax return	RETN	Smith, Christopher W	01/09/04	361	0.2	72	Hrs: 2003 1120 matters
Tax return	RETN	Smith, Christopher W	01/09/04	361	0.2	72	Hrs: 1120 signed engagement letter
Tax return	RETN	Smith, Christopher W	01/09/04	361	0.8	289	Hrs: Call to Roland re: affidavit and need for connections check
Tax return	RETN	Smith, Christopher W	01/09/04	361	1.2	433	Hrs: Compare stipulation and affidavit to 12-19-03 LOU, follow-up w/ Roland Young
Tax return	RETN	Smith, Christopher W	01/16/04	361	0.3	108	Hrs: Letter to LTV identifying J.V. Richards' replacement on account
Tax return	RETN	Smith, Christopher W	01/16/04	361	0.2	72	Hrs: Joe Richards to Alan Kall LTV notification letter draft to Marg Hosbach w/ comments
Tax return	RETN	Smith, Christopher W	01/16/04	361	0.9	325	Hrs: Affidavit changes e-mail to Roland Young, letter regarding change in executive (from Joe Richards to Alan Kall)
Tax return	RETN	Smith, Christopher W	01/16/04	361	0.3	108	Hrs: Expansion of services affidavit coordination; call from J. Delmore re: schedule planning meeting
Tax return	RETN	Smith, Christopher W	01/16/04	361	0.4	144	Hrs: Joe Richards retirement notification letter distribution
Tax return	RETN	Smith, Christopher W	01/16/04	361	1.0	361	Hrs: Updated stipulation and affidavit for expansion of services, update letter notifying LTV of Joe Richards' replacement, connections check to Shana Klein at Jones Day
Tax return	RETN	Smith, Christopher W	01/20/04	0	0.0	0	Mileage: Mileage from office to LTV and back to office for meeting with John Delmore and Will Kelly (and Mary Pizzuli) to discuss 2003 1120 preparation planning (plus second parking of day).
Tax return	RETN	Smith, Christopher W	01/20/04	0	0.0	0	Parking: Mileage from office to LTV and back to office for meeting with John Delmore and Will Kelly (and Mary Pizzuli) to discuss 2003 1120 preparation planning (plus second parking of day).
Tax return	RETN	Smith, Christopher W	01/23/04	361	0.2	72	Hrs: Engagement letter administration
Tax return	RETN	Smith, Christopher W	01/23/04	361	13.1	4,729	Hrs: To reverse from 11099523-RETN (see this code from 10/30/03 through 12/19/03 for details of services). Expansion of scope engagement letter meetings, conferences, letter prep., review process, etc.
Tax return	RETN	Smith, Christopher W	01/23/04	361	2.5	903	Hrs: Meeting w/ John Delmore and Will Kelly at LTV to plan 2003 tax returns process
					<u>21.3</u>	<u>7,689.3</u>	
		Total			25.3	8,873.3	



# **Exhibit E**

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

**In re:** : **Chapter 11**

**LTV STEEL COMPANY, INC.,** : **Jointly Administered**  
**a New Jersey corporation, et al.,** : **Case No. 00-43866**

**Debtors.** : **Chief Judge Randolph Baxter**

**ORDER GRANTING SIXTH AND FINAL APPLICATION  
OF ERNST & YOUNG LLP AS AUDITORS TO LTV- COPERWELD AS  
DEBTOR, INCLUDED WITH LTV STEEL  
COMPANY, INC. ET AL., FOR ALLOWANCE OF COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
INCURRED FROM JANUARY 1, 2001 THROUGH FEBRUARY 10, 2004**

This matter coming before the Court on the Sixth and final Application of Ernst & Young LLP as Auditors to LTV-Copperweld as debtor, included with LTV Steel Company, Inc., et al., for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred from January 1, 2001 Through February 10, 2004 (the "Application"), filed by Ernst & Young LLP ("Ernst & Young"), auditors to the above-captioned debtors and debtors in possession (collectively, the "Debtors"); no responses to the Application having been filed; the Court having reviewed the Application and having heard the statements of counsel regarding the relief requested in the Application at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein;

**THE COURT HEREBY FINDS THAT:**

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334.

B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

C. The Application and the notice thereof comply with the applicable requirements of: (1) the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (“the Bankruptcy Code”); (2) the Federal Rules of Bankruptcy Procedure; (3) the Administrative Order, Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated January 31, 2001 (D.I. 334); (4) the U.S. Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330; (5) General Order No. 93-1 of the United States Bankruptcy Court for the Northern District of Ohio; and (6) the Court’s Order Establishing Case Management Procedures Regarding Filing, Service, Notice, Copies and Hearing Dates, entered on April 10, 2001, as amended (D.I. 885).

D. Ernst & Young’s compensation for services rendered in connection with the Debtors’ chapter 11 cases, for which it seeks interim allowance in the Application, is reasonable and appropriate under sections 330(a)(1)(A) and 331 of the Bankruptcy Code.

E. Ernst & Young’s expenses incurred in connection with the Debtors’ chapter 11 cases, for which it seeks reimbursement in the Application, are actual and necessary expenses under sections 330(a)(1)(B) and 331 of the Bankruptcy Code.

**IT IS HEREBY ORDERED THAT:**

1. The Application is GRANTED.
2. A final allowance of compensation of \$1,383,896.00 reimbursement of related expenses of \$29,858.00 incurred by Ernst & Young as auditors to the Debtors during the period from January 1, 2001 through February 10, 2004 is approved.

3. The Debtors are authorized and directed to pay to Ernst & Young the fees and expenses approved herein that have not previously been paid.

Dated: \_\_\_\_\_, 2004

\_\_\_\_\_  
CHIEF UNITED STATES BANKRUPTCY JUDGE

PREPARED BY:

\_\_\_\_\_

# **Exhibit F**

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

**In re:**

**LTV STEEL COMPANY, INC.,  
a New Jersey corporation, et al.,  
Debtor.**

**Chapter 11**

**Case No. 00-43866  
(Jointly Administered)**

**AMENDED FIRST APPLICATION OF ERNST & YOUNG LLP AS  
AUDITORS TO LTV STEEL COMPANY, INC. ET AL., FOR ALLOWANCE  
OF COMPENSATION FOR SERVICES RENDERED AND FOR  
REIMBURSEMENT OF EXPENSES INCURRED FROM  
JANUARY 1, 2001 THROUGH APRIL 27, 2001**

**Name of Applicant:** Ernst & Young LLP  
**Authorized to Provide**  
**Professional Services to:** LTV Steel Company, Inc., et al.  
**Date of Retention:** March 23, 2001  
**Period for Which Compensation**  
**and Reimbursement is Sought:** January 1, 2001 through April 27, 2001

<b>Amount of Compensation For Services Sought as Actual, Reasonable, and Necessary</b>	<b>\$1,001,854</b>
<b>Amount of Expenses Sought to Be Reimbursed as Actual, Reasonable and Necessary</b>	<b>\$ 36,189</b>
<b>Total Amount of Fees and Expenses Sought to Be Reimbursed as Actual, Reasonable and Necessary</b>	<b>\$1,038,043</b>

**This is: the first application for an allowance of compensation and reimbursement of expenses incurred pursuant to 11 U.S.C. Section 330.**

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

<hr/>		X
In re:	:	
	:	Chapter 11
	:	
LTV STEEL COMPANY, INC.,	:	
a New Jersey corporation, et al.,	:	
	:	Case No. 00-43866
	:	(Jointly Administered)
Debtor.	:	
<hr/>		X

AMENDED FIRST APPLICATION OF ERNST & YOUNG LLP AUDITORS TO  
LTV STEEL COMPANY, INC., ET AL., FOR ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT  
OF EXPENSES INCURRED FROM  
JANUARY 1, 2001 THROUGH APRIL 27, 2001

TO THE HONORABLE WILLIAM T. BODOH  
CHIEF UNITED STATES BANKRUPTCY JUDGE:

Ernst & Young LLP ("E&Y, or the "Applicant"), Auditors to LTV Steel Company, Inc., et al., (the "Debtors"), as and for its first allowance of compensation for services rendered by E&Y during the period from January 1, 2001 through April 27, 2001 ("the First Application Period" or the "Application Period") and reimbursement of actual and necessary expenses incurred during such period, respectfully represents:

**I. Relief Requested**

1. By this Amended First Application, E&Y requests an allowance of \$1,001,854 as compensation for services E&Y rendered during the First Application Period. E&Y incurred out-of-pocket expenses of \$36,189 during the period and did not bill approximately \$110,204 of administration expenses which it normally would bill to its non-bankruptcy clients which were incurred during the First Application Period. ~~Of these amounts, E&Y has previously submitted~~

billing statements to the Debtors, in accordance with the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated January 31, 2001 (the "Administrative Order"), requesting payment of fees in the aggregate amount of \$801,483, representing 80% of E&Y's total fees earned during the Application Period and out-of-pocket expenses of \$36,189 incurred during the Application Period.

2. Following is a table outlining the hours and fees as well as the holdback pursuant to the Administrative Order, amounts paid, and amounts owed during the Application Period:

	<u>Hours</u>	<u>Fees</u>	<u>Expenses</u>	<u>Holdback</u> <sup>1</sup>	<u>Amount Paid</u> <sup>2</sup>	<u>Amount Owed</u> <sup>3</sup>
Amended First Fee App.	4,357.3	\$1,001,854	\$36,189	\$200,371	\$757,325	\$280,718

<sup>1</sup> Pursuant to the Administrative Order, 20% holdback of fees during the Application Period.

<sup>2</sup> Reflects payments through the date of this amended application.

<sup>3</sup> Represents the administrative holdback for January through March invoices and the full amount owed for E&Y's April invoices.

## **II. SUMMARY OF SERVICES PROVIDED BY APPLICANT**

E&Y's services during the First Application Period focused on multiple projects as further detailed in Section IV of this Application (Exhibit C contains a summary by professional for services provided during the Application Period by project categories and Exhibit D contains detailed time descriptions).

a) The Applicant submits this Application pursuant to sections 328, 330, 331 and 503(b) of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Guidelines adopted by the Executive Office for the United States Trustees, the Administrative Order, Order No. 32.

b) The Applicant expended a total of 4,357.3 hours during the period covered by this First Application Period in rendering necessary and beneficial auditing services to Management,



and has prepared Exhibit D based on contemporaneous daily time records maintained by the Applicant's professionals who rendered services in this case.

c) All services performed for which compensation is requested were actually performed or incurred, and they were performed or incurred for and on behalf of the Debtors and not for the benefit of any other person or entity. In the opinion of the undersigned, all such services actually benefited the estate and its unsecured creditors.

d) E&Y has at all times sought to minimize fees to the estate so as to protect the interests of all creditors. Applicant has used, where possible, analysis and information prepared by the Debtors in the preparation of reports, and has only addressed material issues which have arisen in the case at the request of the Debtors and/or the Debtors' Counsel. Applicant has avoided duplication of services provided and sought, where possible, to use lower rate professionals to perform the services required for the Debtors. All of the Applicant's services have been performed at the direction of the Debtors and/or the Debtors' Counsel. In the opinion of the undersigned, E&Y's fees earned during the First Application Period are fair and reasonable in light of the services rendered.

e) The undersigned, by his signature below, hereby certifies that this Amended First Application has been delivered to Kay Woods, Esq. of The LTV Corporation with the expectation that it will be approved. If there are any difficulties in this area the court will be so informed.

f) The Applicant has also applied for reimbursement of actual and necessary out-of-pocket disbursements in accordance with section 330(a) (2) of the Bankruptcy Code, the Bankruptcy Rules and the Guidelines. The Applicant would typically bill its non-bankruptcy clients for other costs and expenses (including postage, supplies, and other essential expenses and services), reimbursement of which will not be sought in this case (which amount as

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previously noted totaled approximately \$110,204).

g) The following exhibits are annexed to this Application:

Exhibit A: Verification of James M. Breitenbach

Exhibit B: Certificate of Service and Fee Service List

Exhibit C: Summary by Project Code Category of the Services Rendered by Professionals and Client Service Associates and descriptions of the Project Code Categories for the period January 1, 2001 through April 27, 2001.

Exhibit D: Detailed Description by Project Code Category of the Services Rendered by Professionals for the period January 1, 2001 through April 27, 2001 (sent previously to all parties on the Fee Service List).

### **III. RETENTION OF APPLICANT**

13. LTV Steel Company, Inc., et al. commenced its case on December 29, 2000 (the "Petition Date") by filing petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). Since the Petition Date, the Debtors have been authorized to continue to operate its business and to manage its properties as debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 cases. No reorganization plan or disclosure statement has been filed in this case.

14. By Order signed March 23, 2001 (the "Retention Order"), the Court authorized the Debtors to retain the Applicant as their auditors as of December 29, 2000 in accordance with the engagement letter approved by the court on March 23, 2001. The Debtors sought to retain the Applicant in this case primarily on account of the Applicant's specific knowledge about the steel industry, its expertise and experience in performing financial statement audits in the past for the Debtor and Applicant's familiarity with the types of other issues such as accounting and tax reporting that the Debtors would face during this Chapter 11 case.

### **IV. DESCRIPTION OF SERVICES PROVIDED**

15. E&Y does not wish to burden this Court with an overly detailed or lengthy recitation of each and every matter with respect to which it has rendered services to the Debtors, which is detailed out at greater length in Exhibit D. A description of the principal services, provided by the Applicant at the request of the Debtors during this First Application Period, are set forth below.

16. During the Application Period, E&Y's auditors performed assurance and tax procedures, as well as, specific scope assurance procedures at the direction of the Debtors and/or

the Debtors' Counsel and for the benefit of the estate and its unsecured creditors. Specific services provided during the Application Period included:

- a) Audit of The LTV Corporation's consolidated financial statements for the year ended December 31, 2000.
- b) Audit of the financial statements of the LTV Active Citizenship Campaign for the year ended December 31, 2000.
- c) Audit of the VP Buildings, Inc. and VP-Graham, Inc. combined financial statements for the year ended December 31, 2000.
- d) Specific scope assurance procedures relating to LTV-Copperweld related to the annual audit of The LTV Corporation's financial statements for the year ended December 31, 2000.
- e) Specifically requested assistance on various accounting and financial reporting matters.
- f) Audit of The LTV Corporation and subsidiaries pension plans for the year ended December 31, 2000.

**WHEREFORE**, the Applicant respectfully requests the Court to enter an order (i) awarding the Applicant the sum of \$1,038,043 as compensation for services rendered and out-of-pocket expenses incurred during the Application Period; (ii) authorizing and directing the Debtors to pay the Applicant the sum of \$280,718 representing the total unpaid fees and out-of-

pocket expenses sought by the Applicant on a monthly basis pursuant to the Administrative Order; (iii) granting such other and further relief as the Court deems appropriate.

Dated: Cleveland, Ohio

May 22, 2001

Ernst & Young LLP  
Auditors to LTV Steel Company, Inc., et al.  
925 Euclid Ave.  
Cleveland, Ohio 44115  
(216) 583-1533

By: James M. Breitenbach  
James M. Breitenbach  
Partner

Subscribed and sworn to before me  
this 22 day of May 2001.

Denise P. D'Arcy  
Notary Public

**DENISE P. D'ARCY**  
NOTARY PUBLIC, STATE OF OHIO  
Resided in Cuyahoga County  
My Comm. Expires May. 14, 2005

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

FILED  
 2001 SEP 19 AM 9:59  
 CLERK OF COURT  
 NORTHERN DISTRICT OF OHIO  
 CLEVELAND

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**In re:** :  
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**LTV STEEL COMPANY, INC.,** :  
 a New Jersey corporation, et al., :  
 Debtor. :  
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**Chapter 11**  
**Case No. 00-43866**  
**(Jointly Administered)**

**SECOND APPLICATION OF ERNST & YOUNG LLP AS AUDITORS TO  
 LTV STEEL COMPANY, INC. ET AL., FOR ALLOWANCE OF  
 COMPENSATION FOR SERVICES RENDERED AND FOR  
 REIMBURSEMENT OF EXPENSES INCURRED FROM  
APRIL 28, 2001 THROUGH AUGUST 31, 2001**

Name of Applicant: Ernst & Young LLP  
 Authorized to Provide  
 Professional Services to: LTV Steel Company, Inc., et al.  
 Date of Retention: March 23, 2001

Period for Which Compensation  
 and Reimbursement is Sought: April 28, 2001 through August 31, 2001

Amount of Compensation For Services Sought as Actual, Reasonable, and Necessary	\$ 529,280
Amount of Expenses Sought to Be Reimbursed as Actual, Reasonable and Necessary	\$ 2,482
Total Amount of Fees and Expenses Sought to Be Reimbursed as Actual, Reasonable and Necessary	\$ 531,762

This is: the second application for an allowance of compensation and reimbursement of expenses incurred pursuant to 11 U.S.C. Section 330.

#1674-1

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

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	:	
In re:	:	Chapter 11
	:	
LTV STEEL COMPANY, INC.,	:	
a New Jersey corporation, et al.,	:	Case No. 00-43866
	:	(Jointly Administered)
Debtor.	:	
	x	

**SECOND APPLICATION OF ERNST & YOUNG LLP AUDITORS TO LTV  
STEEL COMPANY, INC., ET AL., FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES  
INCURRED FROM  
April 28, 2001 THROUGH August 31, 2001**

TO THE HONORABLE WILLIAM T. BODOH  
CHIEF UNITED STATES BANKRUPTCY JUDGE:

Ernst & Young LLP ("E&Y, or the "Applicant"), Auditors to LTV Steel Company, Inc., et al., (the "Debtors"), as and for its second allowance of compensation for services rendered by E&Y during the period from April 28, 2001 through August 31, 2001 ("the Second Application Period" or the "Application Period") and reimbursement of actual and necessary expenses incurred during such period, respectfully represents:

**I. Relief Requested**

1. By this Second Application, E&Y requests an allowance of \$529,280 as compensation for services E&Y rendered during the Second Application Period. E&Y incurred out-of-pocket expenses of \$2,482 during the period and did not bill approximately \$58,221 of administration expenses which it normally would bill to its non-bankruptcy clients which were incurred during the Second Application Period. Of these amounts, E&Y has previously

submitted billing statements to the Debtors, in accordance with the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated January 31, 2001 (the "Administrative Order"), requesting payment of fees in the aggregate amount of \$423,424, representing 80% of E&Y's total fees earned during the Application Period and out-of-pocket expenses of \$2,482 incurred during the Application Period.

2. Following is a table outlining the hours and fees as well as the holdback pursuant to the Administrative Order, amounts paid, and amounts owed during the Application Period:

	<u>Hours</u>	<u>Fees</u>	<u>Expenses</u>	<u>Holdback</u> <sup>1</sup>	<u>Amount Paid</u> <sup>2</sup>	<u>Amount Owed</u> <sup>3</sup>
Second Fee Application	2,339.5	\$529,280	\$2,482	\$105,856	\$317,969	\$213,793

<sup>1</sup> Pursuant to the Administrative Order, 20% holdback of fees during the Application Period.

<sup>2</sup> Reflects payments through the date of this application.

<sup>3</sup> Represents the administrative holdback for May through July invoices and the full amount owed for E&Y's August invoices.

## **II. SUMMARY OF SERVICES PROVIDED BY APPLICANT**

E&Y's services during the Second Application Period focused on multiple projects as further detailed in Section IV of this Application (Exhibit C contains a summary by professional for services provided during the Application Period by project categories and Exhibit D contains detailed time descriptions).

a) The Applicant submits this Application pursuant to sections 328, 330, 331 and 503(b) of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Guidelines adopted by the Executive Office for the United States Trustees, the Administrative Order, Order No. 32.

b) The Applicant expended a total of 2,339.5 hours during the period covered by this Second Application Period in rendering necessary and beneficial auditing services to



Management, and has prepared Exhibit D based on contemporaneous daily time records maintained by the Applicant's professionals who rendered services in this case.

c) All services performed for which compensation is requested were actually performed or incurred, and they were performed or incurred for and on behalf of the Debtors and not for the benefit of any other person or entity. In the opinion of the undersigned, all such services actually benefited the estate and its unsecured creditors.

d) E&Y has at all times sought to minimize fees to the estate so as to protect the interests of all creditors. Applicant has used, where possible, analysis and information prepared by the Debtors in the preparation of reports, and has only addressed material issues which have arisen in the case at the request of the Debtors and/or the Debtors' Counsel. Applicant has avoided duplication of services provided and sought, where possible, to use lower rate professionals to perform the services required for the Debtors. All of the Applicant's services have been performed at the direction of the Debtors and/or the Debtors' Counsel. In the opinion of the undersigned, E&Y's fees earned during the Second Application Period are fair and reasonable in light of the services rendered.

e) The undersigned, by his signature below, hereby certifies that this Second Application has been delivered to Kay Woods, Esq. of The LTV Corporation with the expectation that it will be approved. If there are any difficulties in this area the court will be so informed.

f) The Applicant has also applied for reimbursement of actual and necessary out-of-pocket disbursements in accordance with section 330(a) (2) of the Bankruptcy Code, the Bankruptcy Rules and the Guidelines. The Applicant would typically bill its non-bankruptcy clients for other costs and expenses (including postage, supplies, and other essential expenses and services), reimbursement of which will not be sought in this case (which amount as previously noted totaled approximately \$58,221).

g) The following exhibits are annexed to this Application:

- Exhibit A: Verification of James M. Breitenbach
- Exhibit B: Certificate of Service and Fee Service List
- Exhibit C: Summary by Project Code Category of the Services Rendered by Professionals and Client Service Associates and descriptions of the Project Code Categories for the period April 28, 2001 through August 31, 2001.
- Exhibit D: Detailed Description by Project Code Category of the Services Rendered by Professionals for the period April 28, 2001 through August 31, 2001 (sent previously to all parties on the Fee Service List).
- Exhibit E: Order Granting Second Application of Ernst & Young LLP as Auditors to LTV Steel Company, Inc., ET AL., for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred From April 28, 2001 Through August 31, 2001.

### **III. RETENTION OF APPLICANT**

13. LTV Steel Company, Inc., et al. commenced its case on December 29, 2000 (the "Petition Date") by filing petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). Since the Petition Date, the Debtors have been authorized to continue to operate its business and to manage its properties as debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 cases. No reorganization plan or disclosure statement has been filed in this case.

14. By Order signed March 23, 2001 (the "Retention Order"), the Court authorized the Debtors to retain the Applicant as their auditors as of December 29, 2000 in accordance with the engagement letter approved by the court on March 23, 2001. The Debtors sought to retain the Applicant in this case primarily on account of the Applicant's specific knowledge about the steel industry, its expertise and experience in performing financial statement audits in the past for the Debtor and Applicant's familiarity with the types of other issues such as accounting and tax reporting that the Debtors would face during this Chapter 11 case.

### **IV. DESCRIPTION OF SERVICES PROVIDED**

15. E&Y does not wish to burden this Court with an overly detailed or lengthy recitation of each and every matter with respect to which it has rendered services to the Debtors, which is detailed out at greater length in Exhibit D. A description of the principal services, provided by the Applicant at the request of the Debtors during this Second Application Period, are set forth below.

16. During the Application Period, E&Y's auditors performed assurance and tax procedures, as well as, specific scope assurance procedures at the direction of the Debtors and/or

the Debtors' Counsel and for the benefit of the estate and its unsecured creditors. Specific services provided during the Application Period included:

- a) Audit of The LTV Corporation's consolidated financial statements for the year ended December 31, 2001.
- b) Audit of the financial statements of the LTV Active Citizenship Campaign for the year ended December 31, 2000.
- c) Specific scope assurance procedures relating to LTV-Copperweld related to the annual audit of The LTV Corporation's financial statements for the year ended December 31, 2001.
- d) Specifically requested assistance on various accounting and financial reporting matters.
- e) Audit of The LTV Corporation and subsidiaries' employee benefit plans for the year ended December 31, 2000.
- f) Expatriate tax services performed for the year ended December 31, 2000.

**WHEREFORE**, the Applicant respectfully requests the Court to enter an order (i) awarding the Applicant the sum of \$531,762 as compensation for services rendered and out-of-pocket expenses incurred during the Application Period; (ii) authorizing and directing the Debtors to pay the Applicant the sum of \$213,793 representing the total unpaid fees and out-of-

pocket expenses sought by the Applicant on a monthly basis pursuant to the Administrative Order; (iii) granting such other and further relief as the Court deems appropriate.

Dated: Cleveland, Ohio

September 18, 2001

Ernst & Young LLP  
Auditors to LTV Steel Company, Inc., et al.  
925 Euclid Ave.  
Cleveland, Ohio 44115  
(216) 583-1533

By: James M. Breitenbach  
James M. Breitenbach  
Partner

Subscribed and sworn to before me  
this 18<sup>th</sup> day of September 2001.

Denise P. D'Arcy  
Notary Public

**DENISE P. D'ARCY**  
NOTARY PUBLIC, STATE OF OHIO  
Recorded In Cuyahoga County  
My Comm. Expires May. 14, 2006

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

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<b>In re:</b>	:	<b>Chapter 11</b>
	:	
<b>LTV STEEL COMPANY, INC.,</b>	:	<b>Case No. 00-43866</b>
<b>a New Jersey corporation, et al.,</b>	:	<b>(Jointly Administered)</b>
<b>Debtor.</b>	:	
	:	
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**THIRD APPLICATION OF ERNST & YOUNG LLP AS AUDITORS TO  
LTV STEEL COMPANY, INC. ET AL., FOR ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED AND FOR  
REIMBURSEMENT OF EXPENSES INCURRED FROM  
SEPTEMBER 1, 2001 THROUGH DECEMBER 28, 2001**

Name of Applicant: Ernst & Young LLP

Authorized to Provide  
Professional Services to: LTV Steel Company, Inc., et al.

Date of Retention: March 23, 2001

Period for Which Compensation  
and Reimbursement is Sought: September 1, 2001 through December 28,  
2001

Amount of Compensation For Services Sought as Actual, Reasonable, and Necessary	\$ 545,838
Amount of Expenses Sought to Be Reimbursed as Actual, Reasonable and Necessary	\$ 6,608
Total Amount of Fees and Expenses Sought to Be Reimbursed as Actual, Reasonable and Necessary	\$ 552,446

This is: the third application for an allowance of compensation and reimbursement of expenses incurred pursuant to 11 U.S.C. Section 330.

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

	X	
	:	
<b>In re:</b>	:	<b>Chapter 11</b>
	:	
<b>LTV STEEL COMPANY, INC.,</b>	:	
<b>  a New Jersey corporation, et al.,</b>	:	<b>Case No. 00-43866</b>
	:	<b>(Jointly Administered)</b>
<b>Debtor.</b>	:	
	X	

**THIRD APPLICATION OF ERNST & YOUNG LLP AUDITORS TO LTV STEEL  
COMPANY, INC., ET AL., FOR ALLOWANCE OF COMPENSATION FOR  
SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES  
INCURRED FROM  
September 1, 2001 THROUGH December 28, 2001**

TO THE HONORABLE WILLIAM T. BODOH  
CHIEF UNITED STATES BANKRUPTCY JUDGE:

Ernst & Young LLP (“E&Y, or the “Applicant”), Auditors to LTV Steel Company, Inc., et al., (the “Debtors”), as and for its third allowance of compensation for services rendered by E&Y during the period from September 1, 2001 through December 28, 2001 (“the Third Application Period” or the “Application Period”) and reimbursement of actual and necessary expenses incurred during such period, respectfully represents:

**I. Relief Requested**

1. By this Third Application, E&Y requests an allowance of \$545,838 as compensation for services E&Y rendered during the Third Application Period. E&Y incurred out-of-pocket expenses of \$6,608 during the period and did not bill approximately \$60,042 of administration expenses which it normally would bill to its non-bankruptcy clients which were incurred during the Third Application Period. Of these amounts, E&Y has previously submitted billing

statements to the Debtors, in accordance with the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated January 31, 2001 (the “Administrative Order”), requesting payment of fees in the aggregate amount of \$436,670, representing 80% of E&Y’s total fees earned during the Application Period and out-of-pocket expenses of \$6,608 incurred during the Application Period.

2. Following is a table outlining the hours and fees as well as the holdback pursuant to the Administrative Order, amounts paid, and amounts owed during the Application Period:

	<u>Hours</u>	<u>Fees</u>	<u>Expenses</u>	<u>Holdback<sup>1</sup></u>	<u>Amount Paid<sup>2</sup></u>	<u>Amount Owed<sup>3</sup></u>
Third Fee Application	2,253.2	\$545,838	\$6,608	\$109,168	\$244,440	\$308,006

<sup>1</sup> Pursuant to the Administrative Order, 20% holdback of fees during the Application Period.

<sup>2</sup> Reflects payments through the date of this application.

<sup>3</sup> Represents the administrative holdback for September and October invoices and the full amount owed for E&Y’s November and January invoices.

## **II. SUMMARY OF SERVICES PROVIDED BY APPLICANT**

E&Y’s services during the Third Application Period focused on multiple projects as further detailed in Section IV of this Application (Exhibit C contains a summary by professional for services provided during the Application Period by project categories and Exhibit D contains detailed time descriptions).

a) The Applicant submits this Application pursuant to sections 328, 330, 331 and 503(b) of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Guidelines adopted by the Executive Office for the United States Trustees, the Administrative Order, Order No. 32.

b) The Applicant expended a total of 2,253.2 hours during the period covered by this Third Application Period in rendering necessary and beneficial auditing services to Management,



and has prepared Exhibit D based on contemporaneous daily time records maintained by the Applicant's professionals who rendered services in this case.

c) All services performed for which compensation is requested were actually performed or incurred, and they were performed or incurred for and on behalf of the Debtors and not for the benefit of any other person or entity. In the opinion of the undersigned, all such services actually benefited the estate and its unsecured creditors.

d) E&Y has at all times sought to minimize fees to the estate so as to protect the interests of all creditors. Applicant has used, where possible, analysis and information prepared by the Debtors in the preparation of reports, and has only addressed material issues which have arisen in the case at the request of the Debtors and/or the Debtors' Counsel. Applicant has avoided duplication of services provided and sought, where possible, to use lower rate professionals to perform the services required for the Debtors. All of the Applicant's services have been performed at the direction of the Debtors and/or the Debtors' Counsel. In the opinion of the undersigned, E&Y's fees earned during the Third Application Period are fair and reasonable in light of the services rendered.

e) The undersigned, by his signature below, hereby certifies that this Third Application has been delivered to Kay Woods, Esq. of The LTV Corporation with the expectation that it will be approved subject to the terms of the Debtors' Asset Protection Plan. If there are any difficulties in this area the court will be so informed.

f) The Applicant has also applied for reimbursement of actual and necessary out-of-pocket disbursements in accordance with section 330(a) (2) of the Bankruptcy Code, the Bankruptcy Rules and the Guidelines. The Applicant would typically bill its non-bankruptcy clients for other costs and expenses (including postage, supplies, and other essential expenses and services), reimbursement of which will not be sought in this case (which amount as

previously noted totaled approximately \$60,042).

g) The following exhibits are annexed to this Application:

**Exhibit A:** Verification of James M. Breitenbach

**Exhibit B:** Certificate of Service and Fee Service List

**Exhibit C:** Summary by Project Code Category of the Services Rendered by Professionals and Client Service Associates and descriptions of the Project Code Categories for the period September 1, 2001 through December 28, 2001.

**Exhibit D:** Detailed Description by Project Code Category of the Services Rendered by Professionals for the period September 1, 2001 through December 28, 2001 (sent previously to all parties on the Fee Service List).

**Exhibit E:** Order Granting Third Application of Ernst & Young LLP as Auditors to LTV Steel Company, Inc., et al., for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred From September 1, 2001 Through December 28, 2001 subject to the terms of the Debtors' Asset Protection Plan.

### **III. RETENTION OF APPLICANT**

13. LTV Steel Company, Inc., et al. commenced its case on December 29, 2000 (the "Petition Date") by filing petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). Since the Petition Date, the Debtors have been authorized to continue to operate its business and to manage its properties as debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 cases. No reorganization plan or disclosure statement has been filed in this case.

14. By Order signed March 23, 2001 (the "Retention Order"), the Court authorized the Debtors to retain the Applicant as their auditors as of December 29, 2000 in accordance with the engagement letter approved by the court on March 23, 2001. The Debtors sought to retain the Applicant in this case primarily on account of the Applicant's specific knowledge about the steel industry, its expertise and experience in performing financial statement audits in the past for the Debtor and Applicant's familiarity with the types of other issues such as accounting and tax reporting that the Debtors would face during this Chapter 11 case.

### **IV. DESCRIPTION OF SERVICES PROVIDED**

15. E&Y does not wish to burden this Court with an overly detailed or lengthy recitation of each and every matter with respect to which it has rendered services to the Debtors, which is detailed out at greater length in Exhibit D. A description of the principal services, provided by the Applicant at the request of the Debtors during this Third Application Period, are set forth below.

16. During the Application Period, E&Y's auditors performed assurance and tax procedures, as well as, specific scope assurance procedures at the direction of the Debtors and/or

the Debtors' Counsel and for the benefit of the estate and its unsecured creditors. Specific services provided during the Application Period included:

- a) Audit of The LTV Corporation's consolidated financial statements for the year ended December 31, 2001.
- b) Specific scope assurance procedures relating to LTV-Copperweld related to the annual audit of The LTV Corporation's financial statements for the year ended December 31, 2001.
- c) Specifically requested assistance on various accounting and financial reporting matters.
- d) Audit of The LTV Corporation and subsidiaries' employee benefit plans for the year ended December 31, 2000.
- e) Expatriate tax services performed for the year ended December 31, 2000.

**WHEREFORE**, the Applicant respectfully requests the Court to enter an order (i) awarding the Applicant the sum of \$552,446 as compensation for services rendered and out-of-pocket expenses incurred during the Application Period; (ii) authorizing and directing the Debtors to pay the Applicant the sum of \$308,006 representing the total unpaid fees and out-of-

pocket expenses sought by the Applicant on a monthly basis pursuant to the Administrative Order; (iii) granting such other and further relief as the Court deems appropriate.

Dated: Cleveland, Ohio

January 22, 2002

Ernst & Young LLP  
Auditors to LTV Steel Company, Inc., et al.  
925 Euclid Ave.  
Cleveland, Ohio 44115  
(216) 583-1533

By: \_\_\_\_\_  
James M. Breitenbach  
Partner

Subscribed and sworn to before me  
this 22<sup>nd</sup> day of January 2002.

\_\_\_\_\_  
Notary Public

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

In re:	:	Chapter 11
LTV STEEL COMPANY, INC.,	:	Case No. 00-43866
a New Jersey corporation, et al.,	:	(Jointly Administered)
Debtor.	:	

**FOURTH APPLICATION OF ERNST & YOUNG LLP AS AUDITORS TO  
LTV STEEL COMPANY, INC. ET AL., FOR ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED AND FOR  
REIMBURSEMENT OF EXPENSES INCURRED FROM  
MARCH 1, 2002 THROUGH OCTOBER 18, 2002**

Name of Applicant: Ernst & Young LLP

Authorized to Provide  
Professional Services to: LTV Steel Company, Inc., et al.

Date of Retention: March 23, 2001

Period for Which Compensation  
and Reimbursement is Sought: March 1, 2002 through October 18, 2002

Amount of Compensation For Services Sought as Actual, Reasonable, and Necessary	\$ 580,771
Amount of Expenses Sought to Be Reimbursed as Actual, Reasonable and Necessary	\$ 8,562
Total Amount of Fees and Expenses Sought to Be Reimbursed as Actual, Reasonable and Necessary	\$ 589,333

This is: the fourth application for an allowance of compensation and reimbursement of expenses incurred pursuant to 11 U.S.C. Section 330.

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

	x	
	:	
<b>In re:</b>	:	<b>Chapter 11</b>
	:	
<b>LTV STEEL COMPANY, INC.,</b>	:	
<b>a New Jersey corporation, et al.,</b>	:	
	:	<b>Case No. 00-43866</b>
	:	<b>(Jointly Administered)</b>
<b>Debtor.</b>	:	
	:	
	x	

**FOURTH APPLICATION OF ERNST & YOUNG LLP AUDITORS TO LTV  
STEEL COMPANY, INC., ET AL., FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES  
INCURRED FROM  
March 1, 2002 THROUGH October 18, 2002**

TO THE HONORABLE WILLIAM T. BODOH  
CHIEF UNITED STATES BANKRUPTCY JUDGE:

Ernst & Young LLP ("E&Y, or the "Applicant"), Auditors to LTV Steel Company, Inc., et al., (the "Debtors"), as and for its fourth allowance of compensation for services rendered by E&Y during the period from March 1, 2002 through October 18, 2002 ("the Fourth Application Period" or the "Application Period") and reimbursement of actual and necessary expenses incurred during such period, respectfully represents:

**I. Relief Requested**

1. By this Fourth Application, E&Y requests an allowance of \$580,771 as compensation for services E&Y rendered during the Fourth Application Period. E&Y incurred out-of-pocket expenses of \$8,562 during the period and did not bill approximately \$66,789 of administration expenses which it normally would bill to its non-bankruptcy clients which were incurred during the Fourth Application Period. Of these amounts, E&Y has previously submitted billing

statements to the Debtors, in accordance with the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated January 31, 2001 (the "Administrative Order"), requesting payment of fees in the aggregate amount of \$464,617, representing 80% of E&Y's total fees earned during the Application Period and out-of-pocket expenses of \$8,562 incurred during the Application Period.

2. Following is a table outlining the hours and fees as well as the holdback pursuant to the Administrative Order, amounts paid, and amounts owed during the Application Period:

	<u>Hours</u>	<u>Fees</u>	<u>Expenses</u>	<u>Holdback<sup>1</sup></u>	<u>Amount Paid<sup>2</sup></u>	<u>Amount Owed<sup>3</sup></u>
Fourth Fee Application	2,518	\$580,771	\$8,562	\$116,154	\$414,751	\$174,582

<sup>1</sup> Pursuant to the Administrative Order, 20% holdback of fees during the Application Period.

<sup>2</sup> Reflects payments through the date of this application.

<sup>3</sup> Represents the administrative holdback for July, August and September invoices and the full amount owed for E&Y's October and November invoices.

## **II. SUMMARY OF SERVICES PROVIDED BY APPLICANT**

E&Y's services during the Fourth Application Period focused on multiple projects as further detailed in Section IV of this Application (Exhibit C contains a summary by professional for services provided during the Application Period by project categories and Exhibit D contains detailed time descriptions).

a) The Applicant submits this Application pursuant to sections 328, 330, 331 and 503(b) of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Guidelines adopted by the Executive Office for the United States Trustees, the Administrative Order, Order No. 32.

b) The Applicant expended a total of 2,518 hours during the period covered by this Fourth Application Period in rendering necessary and beneficial auditing services to



Management, and has prepared Exhibit D based on contemporaneous daily time records maintained by the Applicant's professionals who rendered services in this case.

c) All services performed for which compensation is requested were actually performed or incurred, and they were performed or incurred for and on behalf of the Debtors and not for the benefit of any other person or entity. In the opinion of the undersigned, all such services actually benefited the estate and its unsecured creditors.

d) E&Y has at all times sought to minimize fees to the estate so as to protect the interests of all creditors. Applicant has used, where possible, analysis and information prepared by the Debtors in the preparation of reports, and has only addressed material issues which have arisen in the case at the request of the Debtors and/or the Debtors' Counsel. Applicant has avoided duplication of services provided and sought, where possible, to use lower rate professionals to perform the services required for the Debtors. All of the Applicant's services have been performed at the direction of the Debtors and/or the Debtors' Counsel. In the opinion of the undersigned, E&Y's fees earned during the Fourth Application Period are fair and reasonable in light of the services rendered.

e) The undersigned, by his signature below, hereby certifies that this Fourth Application has been delivered to Kay Woods, Esq. of The LTV Corporation with the expectation that it will be approved subject to the terms of the Debtors' Asset Protection Plan. If there are any difficulties in this area the court will be so informed.

f) The Applicant has also applied for reimbursement of actual and necessary out-of-pocket disbursements in accordance with section 330(a) (2) of the Bankruptcy Code, the Bankruptcy Rules and the Guidelines. The Applicant would typically bill its non-bankruptcy clients for other costs and expenses (including postage, supplies, and other essential expenses and services), reimbursement of which will not be sought in this case (which amount as

previously noted totaled approximately \$66,789).

g) The following exhibits are annexed to this Application:

- Exhibit A: Verification of James M. Breitenbach
- Exhibit B: Certificate of Service and Fee Service List
- Exhibit C: Summary by Project Code Category of the Services Rendered by Professionals and Client Service Associates and descriptions of the Project Code Categories for the period March 1, 2002 through October 18, 2002.
- Exhibit D: Detailed Description by Project Code Category of the Services Rendered by Professionals for the period March 1, 2002 through October 18, 2002 (sent previously to all parties on the Fee Service List).
- Exhibit E: Order Granting Fourth Application of Ernst & Young LLP as Auditors to LTV Steel Company, Inc., et al., for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred From March 1, 2002 through October 18, 2002 subject to the terms of the Debtors' Asset Protection Plan.

### **III. RETENTION OF APPLICANT**

13. LTV Steel Company, Inc., et al. commenced its case on December 29, 2000 (the "Petition Date") by filing petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). Since the Petition Date, the Debtors have been authorized to continue to operate its business and to manage its properties as debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 cases. No reorganization plan or disclosure statement has been filed in this case.

14. By Order signed March 23, 2001 (the "Retention Order"), the Court authorized the Debtors to retain the Applicant as their auditors as of December 29, 2000 in accordance with the engagement letter approved by the court on March 23, 2001. The Debtors sought to retain the Applicant in this case primarily on account of the Applicant's specific knowledge about the steel industry, its expertise and experience in performing financial statement audits in the past for the Debtor and Applicant's familiarity with the types of other issues such as accounting and tax reporting that the Debtors would face during this Chapter 11 case.

### **IV. DESCRIPTION OF SERVICES PROVIDED**

15. E&Y does not wish to burden this Court with an overly detailed or lengthy recitation of each and every matter with respect to which it has rendered services to the Debtors, which is detailed out at greater length in Exhibit D. A description of the principal services, provided by the Applicant at the request of the Debtors during this Fourth Application Period, are set forth below.

16. During the Application Period, E&Y's auditors performed assurance and tax procedures, as well as, specific scope assurance procedures at the direction of the Debtors and/or

the Debtors' Counsel and for the benefit of the estate and its unsecured creditors. Specific services provided during the Application Period included:

- a) Audit of LTV-Copperweld's combined and individual market segment financial statements for the period ended December 31, 2001.
- b) Audit of The LTV Corporation and subsidiaries' employee benefit plans for the year ended December 31, 2001.
- c) Expatriate tax services performed for the year ended December 31, 2001.

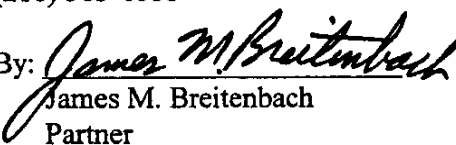
**WHEREFORE**, the Applicant respectfully requests the Court to enter an order (i) awarding the Applicant the sum of \$589,333 as compensation for services rendered and out-of-pocket expenses incurred during the Application Period; (ii) authorizing and directing the Debtors to pay the Applicant the sum of \$174,582 representing the total unpaid fees and out-of-

pocket expenses sought by the Applicant on a monthly basis pursuant to the Administrative Order; (iii) granting such other and further relief as the Court deems appropriate.


Dated: Cleveland, Ohio

November 6, 2002

Ernst & Young LLP  
Auditors to LTV Steel Company, Inc., et al.  
925 Euclid Ave.  
Cleveland, Ohio 44115  
(216) 583-1533

By:   
James M. Breitenbach  
Partner

Subscribed and sworn to before me  
this 6th day of November 2002.

  
Notary Public

**D. HALL CARRUTHERS**  
Notary Public, State of Ohio  
My Commission Expires Dec. 3, 2002  
(Recorded in Lorain County)

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

	:	
<b>In re:</b>	:	<b>Chapter 11</b>
	:	
<b>LTV STEEL COMPANY, INC.,</b>	:	<b>Case No. 00-43866</b>
<b>a New Jersey corporation, et al.,</b>	:	<b>(Jointly Administered)</b>
<b>Debtor.</b>	:	
	:	

**FIFTH APPLICATION OF ERNST & YOUNG LLP AS AUDITORS TO  
LTV STEEL COMPANY, INC. ET AL., FOR ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED AND FOR  
REIMBURSEMENT OF EXPENSES INCURRED FROM  
OCTOBER 19, 2002 THROUGH APRIL 4, 2003**

Name of Applicant: Ernst & Young LLP

Authorized to Provide  
Professional Services to: LTV Steel Company, Inc., et al.

Date of Retention: March 23, 2001

Period for Which Compensation  
and Reimbursement is Sought: October 19, 2002 through April 4, 2003

Amount of Compensation For Services Sought as Actual, Reasonable, and Necessary	\$ 586,685
Amount of Expenses Sought to Be Reimbursed as Actual, Reasonable and Necessary	\$ 19,885
Total Amount of Fees and Expenses Sought to Be Reimbursed as Actual, Reasonable and Necessary	\$ 606,570

This is: the fifth application for an allowance of compensation and reimbursement of expenses incurred pursuant to 11 U.S.C. Section 330.

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

	X	
	:	
<b>In re:</b>	:	<b>Chapter 11</b>
	:	
<b>LTV STEEL COMPANY, INC.,</b>	:	
<b>a New Jersey corporation, et al.,</b>	:	<b>Case No. 00-43866</b>
	:	<b>(Jointly Administered)</b>
<b>Debtor.</b>	:	
	X	

**FIFTH APPLICATION OF ERNST & YOUNG LLP AUDITORS TO LTV STEEL  
COMPANY, INC., ET AL., FOR ALLOWANCE OF COMPENSATION FOR  
SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES  
INCURRED FROM  
October 19, 2002 THROUGH April 4, 2003**

TO THE HONORABLE WILLIAM T. BODOH  
CHIEF UNITED STATES BANKRUPTCY JUDGE:

Ernst & Young LLP ("E&Y, or the "Applicant"), Auditors to LTV Steel Company, Inc., et al., (the "Debtors"), as and for its fifth allowance of compensation for services rendered by E&Y during the period from October 19, 2002 through April 4, 2003 ("the Fifth Application Period" or the "Application Period") and reimbursement of actual and necessary expenses incurred during such period, respectfully represents:

**I. Relief Requested**

1. By this Fifth Application, E&Y requests an allowance of \$586,685 as compensation for services E&Y rendered during the Fifth Application Period. E&Y incurred out-of-pocket expenses of \$19,885 during the period and did not bill approximately \$67,469 of administration expenses which it normally would bill to its non-bankruptcy clients which were incurred during the Fifth Application Period. Of these amounts, E&Y has previously submitted billing

statements to the Debtors, in accordance with the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated January 31, 2001 (the "Administrative Order"), requesting payment of fees in the aggregate amount of \$469,348, representing 80% of E&Y's total fees earned during the Application Period and out-of-pocket expenses of \$19,885 incurred during the Application Period.

2. Following is a table outlining the hours and fees as well as the holdback pursuant to the Administrative Order, amounts paid, and amounts owed during the Application Period:

	<u>Hours</u>	<u>Fees</u>	<u>Expenses</u>	<u>Holdback</u> <sup>1</sup>	<u>Amount Paid</u> <sup>2</sup>	<u>Amount Owed</u> <sup>3</sup>
Fifth Fee Application	2,000.8	\$586,685	\$19,885	\$117,337	\$204,906	\$401,664

<sup>1</sup> Pursuant to the Administrative Order, 20% holdback of fees during the Application Period.

<sup>2</sup> Reflects payments through the date of this application.

<sup>3</sup> Represents the administrative holdback for November, December and February invoices and the full amount owed for E&Y's March, April and May invoices.

## **II. SUMMARY OF SERVICES PROVIDED BY APPLICANT**

E&Y's services during the Fifth Application Period focused on multiple projects as further detailed in Section IV of this Application (Exhibit C contains a summary by professional for services provided during the Application Period by project categories and Exhibit D contains detailed time descriptions).

a) The Applicant submits this Application pursuant to sections 328, 330, 331 and 503(b) of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Guidelines adopted by the Executive Office for the United States Trustees, the Administrative Order, Order No. 32.

b) The Applicant expended a total of 2,000.8 hours during the period covered by this Fifth Application Period in rendering necessary and beneficial auditing services to Management,



and has prepared Exhibit D based on contemporaneous daily time records maintained by the Applicant's professionals who rendered services in this case.

c) All services performed for which compensation is requested were actually performed or incurred, and they were performed or incurred for and on behalf of the Debtors and not for the benefit of any other person or entity. In the opinion of the undersigned, all such services actually benefited the estate and its unsecured creditors.

d) E&Y has at all times sought to minimize fees to the estate so as to protect the interests of all creditors. Applicant has used, where possible, analysis and information prepared by the Debtors in the preparation of reports, and has only addressed material issues which have arisen in the case at the request of the Debtors and/or the Debtors' Counsel. Applicant has avoided duplication of services provided and sought, where possible, to use lower rate professionals to perform the services required for the Debtors. All of the Applicant's services have been performed at the direction of the Debtors and/or the Debtors' Counsel. In the opinion of the undersigned, E&Y's fees earned during the Fifth Application Period are fair and reasonable in light of the services rendered.

e) The undersigned, by his signature below, hereby certifies that this Fifth Application has been delivered to Kay Woods, Esq. of The LTV Corporation with the expectation that it will be approved subject to the terms of the Debtors' Asset Protection Plan. If there are any difficulties in this area the court will be so informed.

f) The Applicant has also applied for reimbursement of actual and necessary out-of-pocket disbursements in accordance with section 330(a) (2) of the Bankruptcy Code, the Bankruptcy Rules and the Guidelines. The Applicant would typically bill its non-bankruptcy clients for other costs and expenses (including postage, supplies, and other essential expenses and services), reimbursement of which will not be sought in this case (which amount as

previously noted totaled approximately \$67,469).

g) The following exhibits are annexed to this Application:

Exhibit A: Verification of James M. Breitenbach

Exhibit B: Certificate of Service and Fee Service List

Exhibit C: Summary by Project Code Category of the Services Rendered by Professionals and Client Service Associates and descriptions of the Project Code Categories for the period October 19, 2002 through April 4, 2003.

Exhibit D: Detailed Description by Project Code Category of the Services Rendered by Professionals for the period October 19, 2002 through April 4, 2003 (sent previously to all parties on the Fee Service List).

Exhibit E: Order Granting Fifth Application of Ernst & Young LLP as Auditors to LTV Steel Company, Inc., et al., for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred From October 18, 2002 through April 4, 2003 subject to the terms of the Debtors' Asset Protection Plan.

### **III. RETENTION OF APPLICANT**

13. LTV Steel Company, Inc., et al. commenced its case on December 29, 2000 (the "Petition Date") by filing petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). Since the Petition Date, the Debtors have been authorized to continue to operate its business and to manage its properties as debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 cases. No reorganization plan or disclosure statement has been filed in this case.

14. By Order signed March 23, 2001 (the "Retention Order"), the Court authorized the Debtors to retain the Applicant as their auditors as of December 29, 2000 in accordance with the engagement letter approved by the court on March 23, 2001. The Debtors sought to retain the Applicant in this case primarily on account of the Applicant's specific knowledge about the steel industry, its expertise and experience in performing financial statement audits in the past for the Debtor and Applicant's familiarity with the types of other issues such as accounting and tax reporting that the Debtors would face during this Chapter 11 case.

### **IV. DESCRIPTION OF SERVICES PROVIDED**

15. E&Y does not wish to burden this Court with an overly detailed or lengthy recitation of each and every matter with respect to which it has rendered services to the Debtors, which is detailed out at greater length in Exhibit D. A description of the principal services, provided by the Applicant at the request of the Debtors during this Fifth Application Period, are set forth below.

16. During the Application Period, E&Y's auditors performed assurance and tax procedures, as well as, specific scope assurance procedures at the direction of the Debtors and/or

the Debtors' Counsel and for the benefit of the estate and its unsecured creditors. Specific services provided during the Application Period included:

- a) Audit of the Pipe and Conduit business of The LTV Corporation for the nine-month period ended September 30, 2002.
- b) Audit of Copperweld business of The LTV Corporation for the year ended December 31, 2002.
- c) Audit of The LTV Corporation and subsidiaries' employee benefit plans for the year ended December 31, 2001.
- d) Tax services rendered in connection with the processing and filing of The LTV Corporation and subsidiaries Form 1139 filings for the taxable year ended December 31, 2001.

**WHEREFORE**, the Applicant respectfully requests the Court to enter an order (i) awarding the Applicant the sum of \$606,570 as compensation for services rendered and out-of-pocket expenses incurred during the Application Period; (ii) authorizing and directing the Debtors to pay the Applicant the sum of \$401,664 representing the total unpaid fees and out-of-

pocket expenses sought by the Applicant on a monthly basis pursuant to the Administrative Order; (iii) granting such other and further relief as the Court deems appropriate.

Dated: Cleveland, Ohio

May 12, 2003

Ernst & Young LLP  
Auditors to LTV Steel Company, Inc., et al.  
925 Euclid Ave.  
Cleveland, Ohio 44115  
(216) 583-1533

By:   
James M. Breitenbach  
Partner

Subscribed and sworn to before me  
this 12th day of May 2003.



Notary Public

**D. HALL CARRUTHERS**  
Notary Public, State of Ohio  
My Commission Expires Dec. 8, 2007  
(Recorded in Lorain County)