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U.S. BANKRUPTCY COURT
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NORTHERN DISTRICT OF OHIO
YOUNGSTOWN

UNITED STATES BANKRUPTCY COURT
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
NINTH INTERIM AND FINAL APPLICATION OF
JONES DAY FOR FINAL ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR SERVICES
PERFORMED FOR COPPERWELD CORPORATION AND
CERTAIN OF ITS AFFILIATED DEBTORS**

This matter coming before the Court on the Ninth Interim and Final Application of Jones Day for Final Allowance of Compensation and Reimbursement of Expenses for Services Performed for Copperweld Corporation and Certain of Its Affiliated Debtors (the "Application"), filed by Jones Day f/k/a Jones, Day, Reavis & Pogue ("Jones Day"), counsel to the above-captioned reorganized debtors (collectively, the "Copperweld Debtors"); objections to the Application (collectively, the "Objections") having been filed by the United States Trustee for the Northern District of Ohio (the "U.S. Trustee") and C&K Industrial Services, Inc. ("C&K"); C&K having withdrawn the Objection filed by C&K; the U.S. Trustee having withdrawn the Objection filed by the U.S. Trustee pursuant to the terms of an agreement between the parties; the Court having reviewed the Application and having heard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. Capitalized terms not otherwise defined herein have the meanings given to them in the Application.

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

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

D. The Application and the notice thereof comply with the applicable requirements of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines, Local Rule 93-1, the Interim Compensation Order, the Plan and the Confirmation Order.

E. Jones Day's compensation for services rendered in connection with the Copperweld Debtors' chapter 11 cases, for which it seeks interim and final allowance in the Application, is reasonable and appropriate under sections 330(a)(1)(A) and 331 of the Bankruptcy Code.

F. Jones Day's expenses incurred in connection with the Copperweld 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. An interim allowance of compensation of \$902,756.70 and reimbursement of related Expenses of \$87,217.32 incurred by Jones Day as counsel to the Copperweld Debtors during the period from September 1, 2003 through December 31, 2003 is approved.
3. A final allowance of compensation of \$3,930,263.85 and reimbursement of Expenses of \$284,887.00 incurred by Jones Day as counsel to the Copperweld Debtors during

the Combined Compensation Period (which includes the Ninth Compensation Period) is approved.

4. Estimated Expenses in the amount of \$11,000 are approved on a final basis and shall be paid as follows, without further application to or order of the Court: upon Jones Day's submission of a detailed invoice or invoices to the Copperweld Distribution Trustee, the Copperweld Distribution Trustee shall pay any Unliquidated Expenses as they become liquidated, provided that (a) the aggregate amount of the Liquidated Expenses and Unliquidated Expenses shall not exceed \$5,000 without further application to and order of the Court and (b) the Copperweld Distribution Trustee shall maintain the right to contest the validity of any Unliquidated Expenses by filing an objection with the Court within ten Business Days after receiving the applicable invoice.

5. The Copperweld Distribution Trustee is authorized and directed to pay to Jones Day (a) the unpaid balance of fees and expenses approved in paragraphs 2 and 3 above, plus (b) the Estimated Expenses in accordance with the terms of paragraph 4 above.

Dated: _____, 2004


CHIEF UNITED STATES BANKRUPTCY JUDGE

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AND DEBTORS IN POSSESSION