

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

FILED
2004 APR 28 PM 4:34
U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
CLEVELAND

IN RE:	)	Chapter 11
	)	Jointly Administered
COPPERWELD CORPORATION)	
COPPERWELD BIMETALLICS PRODUCTS	)	Case No. 00-43869
COMPANY	)	Case No. 00-43868
COPPERWELD EQUIPMENT COMPANY	)	Case No. 00-43870
COPPERWELD MARKETING & SALES COMPANY	)	Case No. 00-43871
COPPERWELD TUBING PRODUCTS COMPANY	)	Case No. 00-43872
METALLON MATERIALS ACQUISITION	)	Case No. 00-43899
CORPORATION	)	Case No. 00-43900
MIAMI ACQUISITION CORPORATION	)	Case No. 00-43904
SOUTHERN CROSS INVESTMENT COMPANY	)	Case No. 00-43905
TAC ACQUISITION CORPORATION	)	Case No. 00-43911
WELDED TUBE CO OF AMERICA	)	Case No. 00-43912
WELDED TUBE HOLDINGS, INC.,)	

Copperweld Debtors

Judge Randolph Baxter

ORDER APPROVING THE APPLICATION OF MANION McDONOUGH & LUCAS, P.C., AS CO-COUNSEL TO THE OFFICIAL NOTEHOLDERS COMMITTEE FOR COPPERWELD CORPORATION FOR FINAL ALLOWANCE AND AWARD OF COMPENSATION AND FOR THE REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING THE PERIOD APRIL 1, 2003 THROUGH DECEMBER 16, 2003

AND NOW THIS 28th day of April, 2004, upon consideration of the Application of Manion McDonough & Lucas, P.C. ("MML") as Co-Counsel to the Official Noteholders Committee (the "Noteholders Committee" and collectively, the "Committees") for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred From April 1, 2003 through and including December 16, 2003 (the "Applicant"), pursuant to 11 U.S.C. § 331, and no objections to this Application having been raised with the Court,

THE COURT HEREBY FINDS THAT:

1. Capitalized terms not otherwise defined herein have the meanings given to them in the Application.
2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. Sections 157 and 1334.
3. This is a core proceeding pursuant to 28 U.S.C. Section 157(b)(2).

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4. The Applicant's compensation for services rendered in connection with the Debtors' chapter 11 cases, for which the Applicant seeks interim allowance in the Application, is reasonable and appropriate under section 331 of the Bankruptcy Code.

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

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

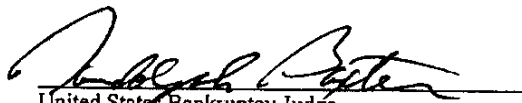
1. Approving the allowance for compensation of professional services rendered to the committees during the period from April 1, 2003 through and including December 16, 2003 in the amount of \$ 6,309.00;

2. Approving the reimbursement of Applicant's out-of-pocket expenses incurred in connection with the rendering of such professional services during the period April 1, 2003 through and including December 16, 2003 in the amount of \$213.83;

3. Authorizing Final Approval for all fees and expenses paid by the Debtor to the Applicant in accordance with the terms and conditions of any current Orders of Court in the foregoing aggregate amounts representing the total amounts for professional services rendered and disbursements incurred by the Applicant as to Copperweld Corporation, during the period April 1, 2003 through and including December 16, 2003;

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

SO ORDERED:


United States Bankruptcy Judge

This 19th day of March, 2004

PREPARED BY:



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