

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

FILED  
U.S. BANKRUPTCY COURT  
2004 MAR 22 PM 12: 02  
NORTHERN DISTRICT OF OHIO  
YOUNGSTOWN

In re:	)	Chapter 11
LTV STEEL COMPANY, INC., et al.,	)	Case No. 00-43866
Debtors.	)	(Jointly Administered)

**FIFTH AND FINAL APPLICATION OF  
MELLON CONSULTANTS, INC. (F/K/A BUCK CONSULTANTS, INC.) FOR  
ALLOWANCE OF COMPENSATION  
FOR PROFESSIONAL SERVICES RENDERED AS HUMAN RESOURCES  
CONSULTANTS TO LTV STEEL COMPANY, INC., ET AL. AND FOR  
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD  
FROM MAY 1, 2002 THROUGH JANUARY 22, 2004**

Name of Applicant: Mellon Consultants, Inc.

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

Date of Retention: April 24, 2001

Period for Which Compensation  
And Reimbursement is Sought: May 1, 2002 through January 22, 2004

Amount of Compensation for Services Sought as Actual, Reasonable and Necessary	<u>\$976,862.58</u>
Amount of Expenses Sought to be Reimbursed as Reasonable as Actual, Reasonable and Necessary	<u>\$ 15,165.27</u>
Total Amount of Fees and Expenses Sought to be Reimbursed as Actual, Reasonable and Necessary	<u>\$992,027.85</u>

This is: Applicant's fifth and final application for allowance of compensation and reimbursement of expenses incurred pursuant to 11 U.S.C. Section 330. The Applicant has filed four previous applications for allowance of compensation and reimbursement of expenses.

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

**I. Introduction**

1. Mellon Consultants, Inc. (f/k/a Buck Consultants, Inc. "Applicant"), the duly appointed human resources consultants for LTV Steel Company, and the other above-captioned debtors and debtors-in-possession ("Debtors") respectfully submits this Fifth and Final Application for an order approving professional fees and expenses ("Application") for services rendered during the period of May 1, 2002 through and including January 22, 2004 (the "Final Period"). In support of this Application, Applicant respectfully represents the following:

**II. Background**

2. On December 29, 2000, each of the Debtors filed with this Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. By order of this Court, the Debtors' Chapter 11 cases are being jointly administered for procedural purposes. Pursuant to Sections



1107(a) and 1108 of the Bankruptcy Code, the Debtors are continuing to operate their businesses and manage their properties as debtors-in-possession. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. Pursuant to order dated April 24, 2001, Applicant was retained to render professional services to the Debtors as human resources consultants *nunc pro tunc* as of December 29, 2000. Applicant has worked on matters for the Debtors from December 29, 2000 through the present time.

4. On October 1, 2003 Applicant changed its legal name to Mellon Consultants, Inc.

### **III. Summary of Services Rendered and Related Compensation Requested**

5. All services for which Applicant requests compensation herein were performed for or on behalf of Debtors and at the Debtors specific request and not on behalf of any creditor, individual equity holder or any other persons.

5. Applicant submits this Fifth and Final Application in accordance with the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals entered on January 31, 2001 (the "Professionals Order"). Pursuant to Sections 330 and 331 of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure, Applicant is requesting approval and allowance of compensation for professional consulting services provided in the amount of \$976,862.58 and reimbursement of reasonable and necessary out-of-pocket expenses aggregating to \$15,165.27 in connection therewith.

6. In rendering the professional services herein, Applicant expended a total of 2,729.1 hours during the Final Period. Applicant's average blended hourly rate for the Final Period amounted to approximately \$358.

7. The rates sought for approval herein are Applicant's usual and customary billing rates for the types and services performed for all of its clients and are in accordance with the Debtors' Application pursuant to sections 327 and 328 of the Bankruptcy Code and Bankruptcy Rule 2014 for the order authorizing and approving employment and retention of Applicant dated December 29, 2000 and the affidavit in support of Debtors' application for order authorizing and approving employment and retention of Applicant.

8. Annexed hereto and made a part hereof as Exhibit "B" is a summary of the professional consulting compensation charged for services rendered by Applicant during the Final Period. The summary reflects (a) the names of the individuals providing such services; (b) his or her position at the time of the Application; (c) total hours worked; (d) hourly rate; and (e) total fees. Also annexed hereto as Exhibit "B" are copies of the monthly invoices generated by Applicant respecting the professional services rendered during the Final Period.

9. Annexed hereto and made a part hereof as Exhibit "E" are Applicant's computerized daily time reports for the professional services rendered during the Final Period. These computerized reports contain daily time logs describing the time spent by each of Applicant's employees during the Final Period. Applicant's computerized time reports are entered into the billing system on a daily basis by the individual employee performing such services. Applicant's charges for its professional services are based upon the actual time spent on an assignment. To the extent possible, Applicant assigns the work to the qualified individuals with the lowest billable rate. To the best of Applicant's knowledge, this Application complies with Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines adopted by the Executive Office of the United States Trustee, Administrative Order No. 32, and the Professionals Order.

10. The professional consulting services rendered by Applicant during the Final Period have been grouped into the following project categories: (i) Financial Services; (ii) Legal Services; (iii) Human Resources Services; and (iv) Services Provided to Debtors Other than LTV Steel Company, Inc. Annexed as Exhibit "C" is a summary of professional consulting services grouped by project category rendered during the Final Period. These services performed, by categories, are generally described below.

### **III. Summary of Services by Project Category**

#### **Financial Services:**

11. During the Final Period Applicant provided the following professional consulting services under the financial services project category. Applicant expended a total of 441.8 hours in the aggregate amount of \$131,043.80 in the rendition of such services.

- a) Consulting assistance provided with respect to potential shutdown of Tubular plants, including completion of pension calculations, results submitted May 2;
- b) Consulting assistance provided with respect to preparation of expected benefit payments allocated by OPEB plan and summary of VEBA membership, as requested by Tom Harlan, results submitted by email on May 3;
- c) Allocated share of consulting assistance provided Tom Harlan with respect to participant reconciliations (flows of lives) for the LTV Steel Hourly Pension Plan and the LTV Steel Salaried Defined Benefit Retirement Plan, letter submitted June 27;
- d) Allocated share of consulting assistance provided with respect to participant reconciliations (flows of lives) from certain categories for the LTV Steel Hourly Pension Plan and the LTV Steel Salaried Defined Benefit Retirement Plan, letter submitted July 11;
- e) Consulting assistance provided with respect to 2001 and 2002 plan year Form 5500 filings, including initial discussions regarding the necessity of completing the 2002 valuations and filing the Form 5500s; initial research and preparation of email submitted September 16; conference calls on September 17 and September 18 regarding 1/1/2002 census data for the 2002 valuations and 2001 Form 5500 headcounts; initial data work on 2002 valuations for the "Restored Plans"; preparation of

- estimated Form 5500 participant counts, submitted by email on September 30; and related phone calls;
- f) Continuing work on calculation of the FAS 35 benefit obligation as of December 31, 2001, for the LTV Steel Supplemental Pension Plan;
  - g) Completion of calculation of the FAS 35 benefit obligation as of December 31, 2001, for the LTV Steel Supplemental Pension Plan, letter submitted October 10; completion of 2002 valuation of the LTV Steel Supplemental Pension Plan; and preparation of 2001 Schedule B of Form 5500 for the LTV Steel Supplemental Pension Plan, submitted October 10;
  - h) Consulting assistance provided with respect continuing data work for 2002 valuations for the “Restored Plans”;
  - i) Continuing consulting assistance provided with respect to claim filed by PBGC in connection with the terminated pension plans, including preparation for and conference calls on October 7 and October 30;
  - j) Consulting assistance provided with respect to auditor’s request concerning coverage and nondiscrimination testing issues, including review of request and completion of response, submitted by fax on October 14;
  - k) Continuing consulting assistance provided with respect to claim filed by PBGC in connection with the terminated pension plans, including initial work on claim calculations; review of Jones Day memo regarding legal matters; and related phone calls;
  - l) Continuing consulting assistance provided with respect to plan audits, including phone call with auditor on November 13;
  - m) Continuing consulting assistance provided with respect to claim filed by PBGC in connection with the terminated pension plans, including continuing work on claim calculations; conference call on December 17 with LTV and Blackstone regarding interest rate; emails submitted December 31 regarding asset information for claim estimates; and related phone calls;
  - n) Continuing consulting assistance provided with respect to claim filed by PBGC in connection with the terminated pension plans, including continuing work on claim calculations; conference call on January 23; review of prudent investor rate analysis and related email submitted January 27;
  - o) Continuing consulting assistance provided with respect to claim filed by PBGC in connection with the terminated pension plans, including continuing work on claim calculations and analysis; estimate of rate of return for assets held by PBGC; preparation for and conference call of February 6; review of prudent investor rate proposal and related

- conference call on February 14; and calculation of 2002 variable rate premiums for the terminated pension plans using the Alternative Calculation Method, including significant event adjustment for the LTV Steel Hourly Pension Plan, email submitted February 28;
- p) Continuing consulting assistance provided with respect to claim filed by PBGC in connection with the terminated pension plans, including review of prudent investor rate proposal, comments provided by email on March 28;
  - q) Continuing consulting assistance provided with respect to claim filed by PBGC in connection with the terminated pension plans, including review of revised prudent investor rate proposal and other materials received from Blackstone in preparation for conference call of April 2; review of revised prudent investor rate proposal, comments provided by email on April 10; review of claim calculations; and preparation for and conference call of April 30;
  - r) Initial work on January 1, 2002, valuation of the LTV Steel Supplemental Pension Plan;
  - s) Continuing consulting assistance provided with respect to PBGC claim, including completion of estimate of liability for benefits assumed by the PBGC at alternate interest rates; and calculation of estimated claim savings for interest rates of 9.5%, 8.09%, 7.31% and 7.08%;
  - t) Continuing consulting assistance provided with respect to PBGC claim, including calculation of estimated claim savings for interest rates of 9.5%, 8.09%, and 7.31%;
  - u) Continuing work on January 1, 2002, valuation of the LTV Steel Supplemental Pension Plan;
  - v) Continuing consulting assistance provided with respect to claim filed by PBGC in connection with the terminated pension plans, including review of revised PBGC claim calculations for the Hourly and Salaried Plans; estimate of savings resulting from use of a 9.5% prudent investor rate, results submitted by email on May 1; review of revised prudent investor rate proposal; and preparation for and conference call of May 23;
  - w) Continuing consulting assistance provided with respect to claim filed by PBGC in connection with the terminated pension plans, including completion of estimate of savings resulting from use of 7.3% and 8.1% prudent investor rates, results submitted by email on June 10;
  - x) Continuing work on January 1, 2002, valuation of the LTV Steel Supplemental Pension Plan; and initial work on 2002 Schedule B of Form 5500;
  - y) Continuing consulting assistance provided with respect to claim filed by PBGC in connection with the terminated pension plans, including



- preparation of calculation results letter, submitted in draft form by email on July 8; and preparation for and conference call of July 24;
- z) Continuing work on January 1, 2002, valuation of the LTV Steel Supplemental Pension Plan; and continuing work on 2002 Schedule B of Form 5500;
  - aa) Completion of January 1, 2002, valuation of the LTV Steel Supplemental Pension Plan; and completion of 2002 Schedule B of Form 5500, submitted October 8.

**Law Department Services:**

12. During the Final Period, Applicant provided the following professional consulting services under the Law Department Services project category. Applicant expended a total of 1,520.0 hours in the aggregate amount of \$557,487.40 in the rendition of such services.

- a) Consulting assistance provided with respect to QDRO processing for the LTV Steel – USWA Pension Plan, including allocated share of update of database; discussions with Company personnel, court personnel and legal counsel for participants and alternate payees; completion of review of Bond order, determination of qualification issued May 6; completion of review of Hempstead order, revised determination of qualification issued May 16; preparation of response to alternate payee’s attorney submitted May 15 in connection with the Flynn order regarding motion for contempt and sanctions filing; completion of review of Welches order, determination of qualification issues on May 28; preparation of follow-up letter to alternate payee’s attorney submitted May 28, in connection with withdrawal of motion for contempt and sanctions in connection with the Flynn order; continuing work on orders for Thomas, Harrington, Tigner, Perry, Rely, Rugar, Easton, Ward, Johnson, Foust, McNeal, Uridel, Eckes, Martinez, Tomanek, Djukic, Herman, Coletti, Wright and Jamison;
- b) Consulting assistance provided with respect to termination of the Steelworker defined contribution plans, including preparation for and conference call of May 9; preparation for and conference call of May 17; preparation of plan termination issues for the USWA Pension Plan, ESOP and Stock Bonus Plan and the DC accounts in the LTV Steel Hourly Pension Plan, memos submitted by email on May 22; preparation of updated termination timeline for the USWA Pension Plan, ESOP and Stock Bonus Plan and separate timeline for the DC accounts in the LTV Steel Hourly Pension Plan, submitted by email on May 22; preparation for and conference call of May 23; preparation for and conference call of May 28; and preparation for and conference call of May 31;

- c) Allocated share of consulting assistance provided with respect to termination of the LTV Steel Retirement Plan, including preparation of draft plan amendment, submitted by email on May 8; preparation for and conference call of May 9; preparation of draft letter to nonvested participants, submitted by email on May 15; preparation of updated termination timeline, submitted by email on May 16; preparation for and conference call of May 17; preparation of revised plan amendment, submitted by email on May 17; preparation of updated termination timeline, submitted by email on May 22; preparation of revised nonvested participant letter, submitted by email on May 22; preparation for and conference call of May 23; preparation for and conference call of May 28; preparation of second revised plan amendment, submitted by email on May 29; preparation for and conference call of May 29; preparation for and conference call of May 31; initial review of regulatory testing issues; and related phone calls;
- d) Allocated share of consulting assistance provided with respect to termination of the LTV Capital Accumulation Plan, including preparation of draft plan amendment, submitted by email on May 8; preparation for and conference call of May 9; preparation of revised plan amendment, submitted by email on May 16; preparation of updated termination timeline, submitted by email on May 16; preparation for and conference call of May 17; preparation of updated termination timeline, submitted by email on May 22; preparation for and conference call of May 23; preparation for and conference call of May 28; preparation of second revised plan amendment, submitted by email on May 29; preparation for and conference call of May 29; preparation of third revised plan amendment, submitted by email on May 31; preparation for and conference call of May 31; initial review of regulatory testing issues; and related phone calls;
- e) Consulting assistance provided with respect to QDRO processing for the LTV Steel Group ESOP, including allocated share of update of database; completion of review of Bond order, determination of qualification issued on May 6;
- f) Continuing consulting assistance provided with respect to termination of defined contribution and defined benefit plans in general, including review of benefit plans wind up calendar and discussion relative to fiduciary issues;
- g) Consulting assistance provided with respect to funding of the LTV Steel Supplemental Pension Plan, including conference call with the DOL, IRS and Company personnel on May 6;
- h) Consulting assistance provided Karl Heckman with respect to Copperweld debt facility;

- i) Allocated share of consulting assistance provided with respect to termination of the LTV Steel Retirement Plan, including preparation of qualified plan testing issues for the short plan year, memo submitted by email on June 5; preparation of updated termination timeline, submitted by email on June 5; preparation of revised letter to Columbus Coatings participants with respect to spinoff of assets, submitted by email on June 5; preparation for and conference call of June 6; preparation of revised letter to Columbus Coatings participants with respect to spinoff of assets, submitted by email on June 6; revision of testing issues memo in the form of an instruction memo for the short plan year, submitted by email on June 11; preparation for and conference call of June 12; preparation of drafts of follow-up letters to four groups of participants, submitted by email on June 19; preparation of updated termination timeline, submitted by email on June 20; preparation for and conference call of June 20; preparation for and conference call of June 24; review of proposed Hartford contract, comments provided by fax on June 24; preparation of revision to follow-up letters incorporating comments, submitted by email on June 24; preparation of revision to nonvested forfeiture letter, submitted by email on June 24; review of annuity conversion rate basis under the Hartford contract, email submitted June 25; review of mark-up of Hartford contract, comments provided by fax on June 26; preparation of revised follow-up letters and nonvested letter, submitted by email on June 27; and related phone calls;
- j) Allocated share of consulting assistance provided with respect to termination of the LTV Capital Accumulation Plan, including preparation of qualified plan testing issues for the short plan year, memo submitted by email on June 5; preparation of updated termination timeline, submitted by email on June 5; preparation for and conference call of June 6; revision of testing issues memo in the form of an instruction memo for the short plan year, submitted by email on June 11; preparation for and conference call of June 12; preparation of drafts of follow-up letters to four groups of participants, submitted by email on June 19; preparation of updated termination timeline, submitted by email on June 20; preparation for and conference call of June 20; preparation of revision to follow-up letters incorporating comments, submitted by email on June 24; preparation of revised follow-up letters, submitted by email on June 27; and related phone calls;
- k) Consulting assistance provided with respect to QDRO processing for the LTV Steel – USWA Pension Plan, including allocated share of update of database; discussions with Company personnel, court personnel and legal counsel for participants and alternate payees; completion of review of Stassin order, determination of qualification issued June 5; and continuing work on orders for Uridel, Ochoa, Parker, Olbrysh, Ramsey, Herman, Walter and Gianetta;

- l) Consulting assistance provided with respect to termination of the Steelworker defined contribution plans, including preparation of qualified plan testing issues for the short plan year, memo submitted by email on June 5; preparation for and conference call of June 6; preparation for and conference call of June 12; preparation for and conference call of June 20; review of ESOP proposal to the USWA; review of proposal to the USWA on the distribution of the DC accounts in the LTV Steel Hourly Pension Plan; review of distribution rules on plan termination; review of issue regarding minimum account balances in ESOP to forfeit where cost of distribution exceeds value of the account; and related phone calls;
- m) Consulting assistance provided with respect to QDRO processing for the LTV Steel Group ESOP, including discussions with Company personnel, court personnel and legal counsel for participants and alternate payees; and continuing work on orders for Lansing and Boulton;
- n) Consulting assistance provided Karl Heckman with respect to miscellaneous bankruptcy issues;
- o) Consulting assistance provided with respect to termination of the Steelworker defined contribution plans, including preparation for and conference call of July 1; preparation of summary of DC Account balances as of December 31, 2001, allocated by eligibility for retirement as of March 31, 2002, including separate identification of Tubular employees as of January 1, 2002, submitted by email on July 8; and additional email on July 9 in response to questions received; preparation for and conference call of July 19; preparation for and conference call of July 25; preparation of amendment to the LTV Steel – USWA Pension Plan ceasing all future contributions and preparation of draft letter to active employees in the LTV Steel – USWA Pension Plan who are still eligible to make contributions, submitted by email on July 29; research related to accounts for CVRR participants, emails (2) submitted on July 31; review of miscellaneous issues related to the Steelworker plan terminations; and related phone calls;
- p) Consulting assistance provided with respect to QDRO processing for the LTV Steel – USWA Pension Plan, including allocated share of update of database; discussions with Company personnel, court personnel and legal counsel for participants and alternate payees; completion of review of Herman order, non-compliance letter submitted to alternate payee's attorney on July 22; and continuing work on orders for Uridel, Stassin, Wright, Adame, Thomas, Acuncius, Twitty and Malburg;
- q) Allocated share of consulting assistance provided with respect to termination of the LTV Steel Retirement Plan, including preparation for and conference call of July 1; preparation of updated termination timeline, submitted by email on July 3; continuing work on testing issues; preparation for and conference call of July 19; continuing work on

- proposed Hartford contract, including conference call on June 11, review of reasonability of annuity rates for prior years and preparation of determination of male/female participants remaining the plan, submitted by email on July 23; review of revised contract received from Hartford; preparation of updated termination timeline, submitted by email on July 24; preparation for and conference call of July 25; and related phone calls;
- r) Consulting assistance provided with respect to QDRO processing for the LTV Steel Group ESOP, including allocated share of update of database; discussions with Company personnel, court personnel and legal counsel for participants and alternate payees; and continuing work on orders for Wright and Thomas;
  - s) Allocated share of consulting assistance provided with respect to termination of the LTV Capital Accumulation Plan, including preparation for and conference call of July 1; preparation of updated termination timeline, submitted by email on July 3; preparation of draft letters to L-SE and Columbus Coatings participants regarding transfer of their accounts to new plans, submitted by email on July 3; continuing work on testing issues; preparation for and conference call of July 19; preparation of updated termination timeline, submitted by email on July 24; preparation for and conference call of July 25; and related phone calls;
  - t) Consulting assistance provided with respect to preparation of a new plan document covering the DCP accounts spun off from the LTV Steel Hourly Pension Plan, including initial draft submitted for review by email on August 15; conference call of August 23; discussion with PBGC regarding which participants will have their DC account balances transferred to PBGC and explanatory email submitted August 29; and related phone calls;
  - u) Consulting assistance provided with respect to termination of the Steelworker defined contribution plans, including preparation for and conference call of August 1; review of letter to LTV Steel – USWA Pension Plan 401(k) participants, comments provided by fax on August 5; response to follow-up question on letter to 401(k) participants, submitted by email on August 6; preparation for and conference call of August 7; review draft brochure for LTV Steel – USWA Pension Plan, comments provided by phone; preparation for and conference call of August 15; continuing work on securing annuity provider bids for the participant accounts in the LTV Steel – USWA Pension Plan and the DC accounts in the LTV Steel Hourly Pension Plan, including preparation of exhibit outlining proposed procedure for selection, submitted by email on August 22, and requests for information submitted by email on August 22 and August 27, bid request submitted to providers on August 30; preparation for and conference call of August 22; preparation of amendment to the LTV Steel Group Employee Stock Ownership Plan

and LTV Steel – USWA Pension Plan incorporating plan termination language, EGTRRA changes and changes provided under the agreement with the USWA, submitted for review by email on August 28; and related phone calls;

- v) Allocated share of consulting assistance provided with respect to termination of the LTV Steel Retirement Plan, including preparation for and conference call of August 1; continuing work on proposed Hartford contract, including review of revised contract, comments provided by fax on August 7; preparation for and conference call of August 7; preparation of updated termination timeline, submitted by email on August 15; preparation for and conference call of August 15; continuing work on proposed Hartford contract, final review of revised contract, comments provided by email on August 21; preparation for and conference call of August 22; preparation of updated termination timeline, submitted by email on August 22; and related phone calls;
- w) Consulting assistance provided with respect to QDRO processing for the LTV Steel – USWA Pension Plan, including allocated share of update of database; discussions with Company personnel, court personnel and legal counsel for participants and alternate payees; completion of review of Tolliver order, Determination of Qualification issued on August 22; completion of review of Mendez order, non-compliance letter submitted to alternate payee’s attorney on August 27; completion of review of Lampinen order, Determination of Qualification issued on August 28; completion of review of Newman order, Determination of Qualification issued on August 30; completion of review of Scott and Bryant orders, non-compliance letters submitted to alternate payees’ attorneys on August 30; and continuing work on orders for Wright, Jackson and Carney;
- x) Consulting assistance provided with respect to the CIGNA annuity contract, including preparation for and conference call with company personnel and outside counsel on August 22; and research of old files for pertinent documentation, documents submitted on August 30;
- y) Consulting assistance provided with respect to QDRO processing for the LTV Steel Group ESOP, including allocated share of update of database; discussions with Company personnel, court personnel and legal counsel for participants and alternate payees; preparation of letter to alternate payee’s attorney on August 22 in connection with request for information on the Carney order; completion of review of Jackson order, non-compliance letter submitted to alternate payee’s attorney on August 22; completion of review of Day order, non-compliance letter submitted to alternate payee’s attorney on August 26; and continuing work on orders for Wright and Boulton;
- z) Consulting assistance provided Karl Heckman with respect to review of claim filed by PBGC for premiums and related phone discussion;

- aa) Allocated share of consulting assistance provided with respect to termination of the LTV Capital Accumulation Plan, including preparation for and conference call of August 1; preparation of updated termination timeline, submitted by email on August 15; and preparation of updated termination timeline, submitted by email on August 22;
- bb) Consulting assistance provided with respect to termination of the Steelworker defined contribution plans, including
- continuing work on securing annuity provider bids for the participant accounts in the LTV Steel – USWA Pension Plan and the DC accounts in the LTV Steel Hourly Pension Plan, including email submitted on September 10 outlining bids received; responses to questions received from prospective annuity providers; preparation of summary of annuity bids, submitted by email on September 12; preparation for and conference call of September 13; email of September 13 submitting information regarding AIG; preparation of draft annuity provider letter outlining selection criteria, submitted for review by email on September 14; completion of annuity provider letter, submitted by email on September 18; submitting AIG contract with instructions for execution by email on September 19; email of September 23 submitting revised AIG contract; and related phone calls;
  - preparation of revised draft amendment for the LTV Steel – USWA Pension Plan, submitted September 10, and further revised draft submitted September 30; preparation of draft amendment for the Stock Bonus Plan, submitted September 10, and revised draft submitted September 30; preparation for and conference call on September 13; email regarding request for information in connection with letter to participants in the LTV Steel – USWA Pension Plan submitted September 16; preparation of updated termination timeline for the USWA Pension Plan, ESOP and Stock Bonus Plan, submitted by email on September 19; preparation of termination timeline for the LTV Steel Hourly Defined Contribution Pension Plan, submitted by email on September 19; preparation for and participation in conference call of September 19; review of letter to participants in the LTV Steel – USWA Pension Plan regarding distribution options and preparation of revised letter, submitted by email on September 20; preparation of revised USWA Pension Plan letter, submitted by email on September 24; preparation of Special Tax Notice regarding plan payments, submitted by email on September 24; conference call of September 24; preparation of revised Special Tax Notice deleting references to Fidelity, submitted by email on September 25; and related phone calls;
- cc) Consulting assistance provided with respect to QDRO processing for the LTV Steel – USWA Pension Plan, including allocated share of update of

- database; discussions with Company personnel, court personnel and legal counsel for participants and alternate payees; completion of review of Olbrysh order, Determination of Qualification issued on September 12; completion of review of Grier order, non-compliance letter submitted to alternate payee's attorney on September 13; completion of review of Melbra order, non-compliance letter submitted to alternate payee's attorney on September 16; completion of review of Herubin order, non-compliance letter submitted to alternate payee's attorney on September 30; and continuing work on orders for Williams, Bryant, Corbett, Mayer, Tolliver, Lempinen, Mathews, Kessler and Jackson;
- dd) Consulting assistance provided with respect to QDRO processing for the LTV Steel Group ESOP, including allocated share of update of database; discussions with Company personnel, court personnel and legal counsel for participants and alternate payees; completion of review of Young, Bryant and Ramos orders, Determinations of Qualification issued on September 30; completion of review of Herubin and Drummond orders, non-compliance letters submitted to alternate payees' attorneys on September 30; and continuing work on orders for Day, Stassin and Bond;
- ee) Consulting assistance provided with respect to claim filed by PBGC, including preparation for and conference call on September 24;
- ff) Allocated share of consulting assistance provided with respect to termination of the LTV Capital Accumulation Plan, including preparation for and conference call of September 19; and preparation of updated termination timeline, submitted by email on September 19;
- gg) Continuing work on preparation of a new plan document covering the DCP accounts spun off from the LTV Steel Hourly Pension Plan, revised draft submitted September 10;
- hh) Consulting assistance provided with respect to termination of the Steelworker defined contribution plans, including
- continuing work on securing AIG as the annuity provider for the participant accounts in the LTV Steel – USWA Pension Plan and the LTV Steel Hourly Defined Contribution Pension Plan; calculation of life only annuity for a USWA Pension Plan participant using AIG annuity factors, email submitted October 10; email submitted October 14 regarding confirmation of discussions with AIG concerning handling of individual benefits; preparation for and conference call on October 14; email submitted October 15 clarifying issues regarding handling of individual benefits; review of single life factors and annuity calculation description received from AIG; review of Hartford contract for the USWA Pension Plan and related conference call on October 22; review of question concerning charging QDRO expenses under the Hartford contract; and related phone calls;



- discussion regarding safe harbor Special Tax Notice for the USWA Pension Plan; preparation of draft letter to deferred vested participants in the LTV Steel Hourly Defined Contribution Accounts Plan who made an election with PBGC on or before 2/28/02, submitted for review by email on October 4; preparation for and conference call on October 7; preparation of revised draft letter to deferred vested participants, submitted for review by email on October 8; preparation of further revised letter to deferred vested participants with a PBGC election, submitted for review by email on October 9; preparation of letters to deferred vested participants with defined contribution accounts needing to make a PBGC election, including review and reconciliation of data, numerous emails submitted requesting data information and clarification and performing required calculations; preparation of draft of letter to Railroad participants who have accounts that remain in the LTV Steel Hourly Defined Contribution Pension Plan, submitted for review by email on October 17; preparation for and conference call on October 22; preparation of letters to River Terminal and Cuyahoga Valley participants with defined contribution accounts, including review and reconciliation of data, numerous emails submitted requesting data information and clarification and performing required calculations; emails submitted October 29 regarding River Terminal cashout provisions for accounts less than \$3,500; and related phone calls;
  - ii) Consulting assistance provided with respect to QDRO processing for the LTV Steel – USWA Pension Plan, including allocated share of update of database; discussions with Company personnel, court personnel and legal counsel for participants and alternate payees; completion of review of Przybyla order, non-compliance letter submitted to alternate payee’s attorney on October 2; completion of review of Arreola order, Determination of Qualification issued on October 22; completion of review of Scott order, Determination of Qualification issued on October 30; and continuing work on orders for Williams, Bryant, Jackson, Giannetti, Grier, Prokop, Croop, Cole, Martinez, Town, Young and Burnett;
  - jj) Consulting assistance provided with respect to QDRO processing for the LTV Steel Group ESOP, including allocated share of update of database; discussions with Company personnel, court personnel and legal counsel for participants and alternate payees; completion of review of Prokop order, non-compliance letter submitted to alternate payee’s attorney on October 2; completion of review of Day order, Determination of Qualification issued on October 3; completion of review of Drummond order, Determination of Qualification issued on October 30; and continuing work on orders for Bond, Young, Ramos, Bryant, Giannetti, Kiser, Davenport, Scott and Jackson;

- kk) Continuing work on preparation of a new plan document covering the DCP accounts spun off from the LTV Steel Hourly Pension Plan, including review of draft and conference call to discuss draft on October 28; and preparation of revised draft submitted for review on October 29;
- ll) Consulting assistance provided with respect QDRO processing for the LTV Capital Accumulation Plan, including allocated share of update of database; discussions with legal counsel for participants and alternate payees; completion of review of Alvarez order, Determination of Qualification issued on October 30; and continuing work on orders for Croop and Wright;
- mm) Consulting assistance provided with respect QDRO processing for the LTV Steel Retirement Plan, including discussion of procedures for transferring files to Hartford; and copying and transferring files to Hartford for Mayer, Meyer, Cole, Gibson and Jamieson;
- nn) Consulting assistance provided with respect to termination of the LTV Capital Accumulation Plan, including allocated share of conference call on October 30;
- oo) Consulting assistance provided with respect to review of Copperweld SERP amendment, comments provided by email on October 24;
- pp) Consulting assistance provided with respect to termination of the Steelworker defined contribution plans, including
  - review of EGTRRA and plan termination amendments;
  - continuing work related to AIG annuity contract for the participant accounts in the LTV Steel – USWA Pension Plan and the LTV Steel Hourly Defined Contribution Pension Plan, including email submitted November 6 requesting additional annuity rates from AIG for various forms of payment; email submitted November 11 regarding when AIG must be notified of annuity election; review of AIG contract, comments provided on November 13; email submitted November 20 requesting information on annuity elections; conference call on November 22; email submitted November 26 requesting additional annuity factors; and related phone calls;
  - continuing consulting assistance provided with respect to the Hartford contract for the LTV Steel – USWA Pension Plan, including review of revised contract and related conference call on November 11; conference call on November 15; allocated share of conference call on November 20; conference call on November 21; and email submitted November 22;
  - discussion on November 1 regarding cash-out provisions for Railroad participants with account balances less than \$3,500; email

of November 1 regarding mandatory distributions of CV Railroad participants with DC offset balances less than \$3,500; email of November 1 submitting data file for Railroad participants with DCP account balances over \$3,500; email of November 4 submitting data file for Railroad participants with DCP account balances less than \$3,500; mailing of November 7 to deferred vesteds in the Defined Contribution Pension Plan; preparation of distribution forms for the Defined Contribution Pension Plan, initial draft submitted for review by email on November 13; preparation of revised distribution forms, submitted by email on November 20; preparation of Special Tax Notice for the USWA Pension Plan submitted for review by email on November 24; preparation of revised Special Tax Notice, submitted for review by email on November 25; email submitted November 25 regarding distribution forms for Railroad participants; email submitted November 26 regarding CV participants in the Defined Contribution Pension Plan; numerous emails submitted requesting data information and clarification; preparation of required annuity calculations; and related phone calls;

- qq) Consulting assistance provided with respect to QDRO processing for the LTV Steel – USWA Pension Plan, including allocated share of update of database; discussions with Company personnel, court personnel and legal counsel for participants and alternate payees; completion of review of Djukic and Williams orders, non-compliance letters submitted to alternate payees' attorneys on November 5; completion of review of Herman order, Determination of Qualification issued on November 5; completion of review of Hollowell order, non-compliance letter submitted to alternate payee's attorney on November 6; completion of review of Johnson order, non-compliance letter submitted to alternate payee's attorney on November 7; completion of review of Carlson order, non-compliance letter submitted to alternate payee's attorney on November 8; completion of review of Settles order, Determination of Qualification issued on November 18; letter to alternate payee's attorney regarding Reindel order on November 20; completion of review of Malburg order, non-compliance letter submitted to alternate payee's attorney on November 20; completion of review of Rutledge and Nanti orders, non-compliance letters submitted to alternate payees' attorneys on November 21; completion of review of Williams order, Determination of Qualification issued on November 21; completion of review of Johnson order, Determination of Qualification issued on November 27; completion of review of Prejsnar-and Jackson orders, non-compliance letters submitted to alternate payees' attorneys on November 27; and continuing work on orders for Bryant, Grier, Prokop, Young, Robison, Hendricks, Becker, Myers, Jones, Green, Dolf, Pryzbyla, Arreolla, Michael and Wright;

- rr) Consulting assistance provided with respect QDRO processing for the LTV Capital Accumulation Plan, including allocated share of update of database; discussions with legal counsel for participants and alternate payees; completion of review of Beard order, non-compliance letter submitted to alternate payee's attorney on November 29; and continuing work on orders for Wright, Gallagher, Berndt, Love, Grier, Alvarez, Justice, Cribb, Rotermund and Watkins;
- ss) Consulting assistance provided with respect to QDRO processing for the LTV Steel Group ESOP, including allocated share of update of database; discussions with Company personnel, court personnel and legal counsel for participants and alternate payees; completion of review of Hollowell order, non-compliance letter submitted to alternate payee's attorney on November 6; letter to participant P. Jackson stating no interest in the plan, submitted November 7; completion of review of Prokop order, non-compliance letter submitted to alternate payee's attorney on November 20; and continuing work on Drummond order;
- tt) Continuing work on preparation of a new plan document covering the DCP accounts spun off from the LTV Steel Hourly Pension Plan, including preparation of revised draft submitted for review on November 14; and preparation of final execution copy, submitted by email on November 18;
- uu) Consulting assistance provided with respect QDRO processing for the LTV Steel Retirement Plan, including review of current outstanding orders; and copying and transferring files to Hartford;
- vv) Consulting assistance provided with respect to termination of the LTV Capital Accumulation Plan, including conference call on November 8; and allocated share of conference call on November 20;
- ww) Consulting assistance provided with respect to termination of the Steelworker defined contribution plans, including
  - continuing work related to AIG annuity contract for the participant accounts in the LTV Steel – USWA Pension Plan and the LTV Steel Hourly Defined Contribution Pension Plan, including email submitted December 2 regarding annuity factors; conference call on December 17 to discuss annuity rates; email submitted December 27 requesting additional annuity rates from AIG for various forms of payment; and related phone calls;
  - continuing consulting assistance provided with respect to the Hartford contract for the LTV Steel – USWA Pension Plan, including review of letter to QDRO participants transferred from LTV to Hartford to be included in “welcome package” from Hartford, comments provided December 18;

- preparation of revised distribution forms for the Defined Contribution Pension Plan for participants in the Defined Contribution Pension Plan, cover letter and Special Tax Notice, submitted for review by email on December 3; final revisions and mailing of distribution election package on December 5; review of Railroad correction letter, comments provided December 10; email submitted December 10 providing copies of participant letters previously sent; conference call on December 12 to discuss investment of remaining plan assets in the Defined Contribution Pension Plan; preparation of distribution forms for Railroad participants with balances of \$3,500 or less, including cover letter, instruction page and Special Tax Notice, submitted by email on December 18; email of December 18 regarding eligibility for DC distributions; mailing of December 18 to additional participants who need to make a PBGC election; discussion regarding lump-sum issues raised in timing of cash out of Railroad lump sums; numerous emails submitted requesting data information and clarification; preparation of required annuity calculations; and related phone calls;
- xx) Consulting assistance provided with respect to QDRO processing for the LTV Steel – USWA Pension Plan, including allocated share of update of database; discussions with Company personnel, court personnel and legal counsel for participants and alternate payees; completion of review of Myers order, non-compliance letter submitted to alternate payee’s attorney on December 23; completion of review of Jackson order, Determination of Qualification issued on December 31; and continuing work on orders for Grier, Pryzbyla, Rutledge, Berndt, Green, Williams, Presjnar and Jamieson;
- yy) Preparation of draft amendment to the LTV Steel Hourly Defined Contribution Pension Plan to reflect continuing contributions for Railroad participants other than those in USWA bargaining unit at Cuyahoga Valley, submitted for review by email on December 2; email submitted December 4 regarding question regarding plan amendment; and revision of amendment to allow cash out of River Terminal employees;
- zz) Consulting assistance provided with respect QDRO processing for the LTV Capital Accumulation Plan, including allocated share of update of database;
- aaa) Consulting assistance provided with respect to termination of the Steelworker defined contribution plans, including
  - continuing work related to AIG annuity contract for the participant accounts in the LTV Steel Hourly Defined Contribution Pension Plan, including email submitted January 6 regarding annuity factors;

email submitted January 9 regarding annuity calculation for a participant; research and email submitted January 15 regarding deferred annuity issues; email submitted January 16 regarding AIG script to be used by customer service representatives; calculation of immediate annuity for a participant, memo submitted January 27; email submitted January 28 requesting beneficiary information; and related phone calls;

- continuing consulting assistance provided with respect to the miscellaneous issues concerning plan termination, including discussion of January 9 regarding suspense accounts;
  - preparation of revised distribution forms and cover letter for participants in the Defined Contribution Pension Plan, submitted for review by email on January 7; final revisions and mailing letters for USWA participants in the DC Plan on January 17; preparation of letter and forms to be used for the Railroad participants in the DC Plan, submitted for review by email on January 20; final revisions and mailing letters for Railroad participants in the DC Plan on January 23; email of January 23 submitting Railroad file; initial work on preparation of letter and calculations for Tubular participants; emails submitted requesting data information and clarification; preparation of required annuity calculations; and related phone calls;
- bbb) Consulting assistance provided with respect to QDRO processing for the LTV Steel – USWA Pension Plan, including discussions with EDS and legal counsel for participants and alternate payees; transferring files to Hartford and follow-up correspondence;
- ccc) Consulting assistance provided with respect to termination of the LTV Capital Accumulation Plan, including preparation for and conference call of January 14;
- ddd) Consulting assistance provided with respect to QDRO processing for the LTV Capital Accumulation Plan, including review of orders received;
- eee) Consulting assistance provided with respect to QDRO processing for the LTV Steel Group ESOP, including assistance with Drummond order;
- fff) Consulting assistance provided with respect to termination of the Steelworker defined contribution plans, including
- continuing consulting assistance provided with respect to the miscellaneous issues concerning plan termination, including discussion of February 4 regarding bookkeeping accounts under the LTV Steel – USWA Pension Plan and how to handle under the LTV Steel Hourly Defined Contribution Pension Plan;

- final revisions and mailing letters for participants in the DC Plan on February 3; final revisions and mailing letters for participants in the DC Plan on February 6; final revisions and mailing letters for participants in the DC Plan on February 14; preparation of required annuity calculations; and related phone calls;
- ggg) Consulting assistance provided with respect to QDRO processing for the LTV Capital Accumulation Plan, including completion of review of Cole order, non-compliance letter submitted to alternate payee's attorney on February 14; completion of review of Beard order, determination of qualification issued February 28; completion of review of Pelczar order, non-compliance letter submitted to participants on February 28; and continuing work on orders for Jamieson, Hayes, Watkins and Mason;
- hhh) Consulting assistance provided with respect to QDRO processing for the LTV Steel – USWA Pension Plan, including review of and transferring files to Hartford;
- iii) Consulting assistance provided with respect to QDRO processing for the LTV Steel Retirement Plan, including review of and transferring files to Hartford; and phone discussions on orders for Cole, Meyers and Herman;
- jjj) Consulting assistance provided with respect to termination of the LTV Capital Accumulation Plan, including discussions regarding ADP/ACP testing for 2002;
- kkk) Consulting assistance provided with respect to determination letter filings, including email submitted February 6; conference call with IRS on February 6; and email submitted February 10;
- lll) Consulting assistance provided with respect to termination of the Steelworker defined contribution plans, including preparation of distribution election and beneficiary designation forms for 22 participants in the LTV Steel Hourly Defined Contribution Pension Plan eligible for immediate annuities, memo submitted March 26; follow-up emails providing additional requested information submitted March 27; preparation of required annuity calculations; final revisions and mailing letters for participants in the DC Plan on March 28; preparation of new distribution forms for DC Plan participants who failed to respond to PBGC election; revision of distribution forms and cover letters for Railroad vs. non-Railroad new groups of distributes under the DC Plan, including participants with invalid election forms due to previous absence of spousal information; miscellaneous revisions to previous letters reflecting updated information; and related phone calls;
- mmm) Consulting assistance provided with respect to QDRO processing for the LTV Capital Accumulation Plan, including update of database; and continuing work on orders for Pelczar, Wright, Cole, Hayes, Mason and Watkins;

- nnn) Consulting assistance provided with respect to QDRO processing for the LTV Steel – USWA Pension Plan, including requests for information received from alternate payees and attorneys in connection with the Burns, Jackson, Carlson and Pryzbylia order; and providing Hartford contact information;
- ooo) Consulting assistance provided with respect to QDRO processing for the LTV Steel Group ESOP, including providing information to EDS on orders for Prokop, Korzeowski and Wells; and review of Prokop order;
- ppp) Consulting assistance provided with respect to QDRO processing for the LTV Steel Hourly Pension Plan, including review of a question concerning the Anthony order;
- qqq) Consulting assistance provided with respect to termination of the Steelworker defined contribution plans, as follows:
- In connection with the DC Plan, preparation of required annuity calculations; final revisions and mailing letters to participants on April 9; email submitted April 16 providing beneficiary dates of birth in connection with AIG annuity purchase; review of status and allocated share of email submitted April 17 outlining remaining issues; review of divorce/married status issue, email submitted April 22; preparation of distribution and beneficiary designation forms for six participants in the Plan, memo submitted April 22; preparation of follow-up letter to be sent to non-responders, submitted for review by email on April 23; initial work on drafting customized letters for various groups of participants to cover different circumstances; initial work on developing forms for beneficiaries; miscellaneous revisions to previous letters reflecting updated information; numerous emails transmitting and requesting information; and related phone calls;
  - In connection with the ESOP, review of issues concerning distribution of uncashed checks, and related phone discussions;
- rrr) Consulting assistance provided with respect to termination of the LTV Capital Accumulation Plan, including preparation for and conference call of April 3; review of status and allocated share of email submitted April 17 outlining remaining issues; discussions regarding termination; preparation of letter to participants, distribution forms and amendment to the Plan, submitted for review by email on April 23; preparation of clean and redlined updated Special Tax Notice, submitted for review by email on April 24; review of treatment of remaining accounts in view of 411(a)(11) restrictions on distributions; final revisions and mailing letters and forms to participants on April 29; review of comments on plan amendment, revised draft submitted on April 29; and related phone calls;



- sss) Consulting assistance provided with respect to QDRO processing for the LTV Capital Accumulation Plan, including update of database; completion of review of Pelczar order, determination of qualification issued April 25; and continuing work on orders for Gallagher, Jamieson and Mendez;
- ttt) Consulting assistance provided with respect to QDRO processing for the LTV Steel Defined Contribution Pension Plan, including review of plan document and initial work on review of outstanding orders;
- uuu) Consulting assistance provided with respect to QDRO processing for the LTV Steel – USWA Pension Plan, including providing information to EDS in connection with the Herman order;
- vvv) Consulting assistance provided with respect to termination of the Steelworker defined contribution plans, as follows: In connection with the DC Plan, preparation of required annuity calculations; preparation for and conference call on May 2; preparation for and conference call on May 5 with respect to timing of plan termination and necessary plan amendments; preparation of revised draft of DCP non-responder cover letter, submitted for review by email on May 6; preparation of revised distribution forms for alternate payees, beneficiaries, non-responders, PBGC electees and special distributees to reflect termination date and distribution form deadlines; research account balance data, submitted in email of May 6; preparation of information for an annuity purchase from AIG, memo submitted May 6; final revisions and mailing letters to participants on May 9; final revisions and mailing letters to participants on May 12; preparation of request for additional single life annuity factors from AIG, email submitted May 14; final revisions and mailing letters to participants on May 16; preparation of letters and distribution forms for participants who have to make a PBGC election by June 11 and Railroad actives, submitted for review by fax on May 19; review of comments received and follow-up email on May 20; final revisions and mailing letters to participants on May 20; preparation for and conference call on May 21; final revisions and mailing letters to participants on May 23; preparation of information for an annuity purchase from AIG, memo submitted May 28; preparation of cover letter for the distribution package for the hourly DCP Restored Accounts, submitted for review by email on May 29; preparation of revised hourly DCP Restored Accounts cover letter incorporating comments received, submitted by email on May 29; final revisions and mailing letters to participants on May 29; final revisions and mailing letters to participants on May 30; miscellaneous revisions to previous letters reflecting updated information; numerous emails transmitting and requesting information; and related phone calls;
- www) Consulting assistance provided with respect to QDRO processing for the LTV Steel Hourly Defined Contribution Pension Plan, including update

of database; review of issue regarding Buck DCP split vs. PBGC DCP distribution amount and related phone discussions; and continuing work on orders for Loew and Wills;

- xxx) Consulting assistance provided with respect to QDRO processing for the LTV Steel – USWA Pension Plan, including phone call from alternate payee regarding Settles order; providing information to EDS in connection with the Mendez and Hughes orders; and review orders/files and send to Hartford for processing;
- yyy) Consulting assistance provided with respect to QDRO processing for the LTV Capital Accumulation Plan, including continuing work on Cole order;
- zzz) Consulting assistance provided with respect to termination of the LTV Capital Accumulation Plan, including telephone discussion of May 28;
- aaaa) Consulting assistance provided with respect to termination of the Steelworker defined contribution plans, as follows: In connection with the DC Plan, preparation of required annuity calculations; telephone discussion of June 5; follow-up on processing of AIG annuity payment, email submitted June 9; final revisions and mailing letters to participants on June 9; email submitted June 11 regarding due dates for distribution forms for the Hourly DCP; final revisions and mailing letters to participants on June 11; research with respect to distribution of accounts for deceased participants with no beneficiary record on file and ability to escheat accounts, including allocated share of email submitted June 12; email submitted June 20 regarding DCP annuity request for a participant with three beneficiaries; preparation of information for four annuity purchases from AIG, memo submitted June 20; telephone discussions of June 23 and June 25; preparation for and conference call of June 26; preparation of draft Amendment No. 1 and Amendment No.2 to the Hourly DCP, submitted for review by email on June 27; and miscellaneous phone discussions;
- bbbb) Consulting assistance provided with respect to termination of the LTV Capital Accumulation Plan, including telephone discussion of June 4; research with respect to small accounts for lost participants and ability to escheat account, including allocated share of email submitted June 12; review of Hartford contract, comments submitted by email and fax on June 17; and telephone discussion of June 23;
- cccc) Consulting assistance provided with respect to QDRO processing for the LTV Steel Hourly Defined Contribution Pension Plan, including discussions with Company personnel, court personnel and legal counsel for participants and alternate payees; assistance to legal counsel with model QDRO; and continuing work on orders for Wills, Anthony and Garrett;

- dddd) Consulting assistance provided with respect to QDRO processing for the LTV Steel – USWA Pension Plan, including correspondence with EDS in connection with the Mendez and Hughes orders; discussion re Mendez order and send Mendez file to Hartford; and discussion with EDS re Hughes order;
- eeee) Consulting assistance provided Karl Heckman with respect to miscellaneous bankruptcy issues;
- ffff) Consulting assistance provided with respect to QDRO processing for the LTV Capital Accumulation Plan, including discussion with alternate payee re Lowe order;
- gggg) Consulting assistance provided with respect to termination of the Steelworker defined contribution plans, as follows: In connection with the DC Plan, follow-up on processing of AIG annuity payment, email submitted July 1; preparation for and conference call of July 8; analysis of account balances of remaining accounts, email submitted July 8; request for information on 130 “non-complicated” participants, email submitted July 10; request for annuity rates for third quarter of 2003, email submitted July 14; research on 130 “non-complicated” participants who may not have received a package of distribution forms with a forms due date, email submitted July 15; research on two “death-widowed” participants, email submitted July 15; research on necessary action for two letters to non-spouse beneficiaries; research on participants who have not submitted distribution forms and review letter to “lost” participants, revised draft submitted by email on July 18; emails submitted July 18 regarding rollover issues for non-spouse beneficiaries; preparation of file of DCP participants indicating due dates of distribution forms, submitted by email on July 24; review of issues concerning participants with QDROs, emails submitted July 25; preparation of benefit calculations and distribution forms for additional participants; and miscellaneous phone discussions;
- hhhh) Consulting assistance provided with respect to QDRO processing for the LTV Steel Hourly Defined Contribution Pension Plan, including update of database; discussions with Company personnel, court personnel and legal counsel for participants and alternate payees; and continuing work on orders for Wills, Anthony and Garrett;
- iiii) Consulting assistance provided Karl Heckman with respect to USWA claim in the LTV bankruptcy;
- jjjj) Consulting assistance provided with respect to termination of the LTV Steel Hourly Defined Contribution Pension Plan, including preparation of status update/check, email submitted August 15; preparation of information for an annuity purchase from AIG, memo submitted August 15; review of annuity calculation and letters submitted August 22 to participant with a QDRO and the alternate payee under the QDRO;

- review of calculations, revision of letters and distributions forms for “lost” now found participants with restored and non-restored accounts, final letters submitted August 27; and miscellaneous emails and phone discussions;
- kkkk) Consulting assistance provided with respect to QDRO processing for the LTV Steel Hourly Defined Contribution Pension Plan, including discussions with Company personnel; and continuing work on orders for Wills and Garrett;
  - llll) Consulting assistance provided with respect to QDRO processing for the LTV Capital Accumulation Plan, including discussion with attorney regarding Gallagher order previously certified;
  - mmmm) Consulting assistance provided with respect to termination of the LTV Steel Hourly Defined Contribution Pension Plan, including preparation for and conference call on September 2; preparation of letter and distribution forms for an alternate payee under a QDRO who was paid in error by the PBGC, submitted for review by email on September 5; completion of letters and distribution forms for alternate payees under QDROs, letters submitted September 5, September 12 and September 16; review of calculations, revision of letters and distribution forms for “lost” now found participants with restored and non-restored accounts, final letters submitted September 16 and September 22; and miscellaneous emails and phone discussions;
  - nnnn) Consulting assistance provided with respect to QDRO processing for the LTV Steel Hourly Defined Contribution Pension Plan, including discussions with Company personnel, alternate payees and alternate payees’ attorneys; and continuing work on orders for Loew and Garrett;
  - oooo) Consulting assistance provided with respect to determination letter filing for the LTV Steel – USWA Pension Plan, including allocated share of discussions with IRS; and allocated share of letter to IRS submitted September 29;
  - pppp) Consulting assistance provided with respect to determination letter filing for the LTV Capital Accumulation Plan, including allocated share of discussions with IRS; and allocated share of letter to IRS submitted September 29;
  - qqqq) Consulting assistance provided with respect to determination letter filing for the LTV Steel Retirement Plan, including allocated share of discussions with IRS; and allocated share of letter to IRS submitted September 29;
  - rrrr) Consulting assistance provided with respect to termination of the LTV Steel Hourly Defined Contribution Pension Plan, including request for AIG current annuity rates, email submitted October 2; review of plan regarding issue of distribution of deceased participants accounts when the

spouses die after the participants' death, email submitted October 7; review of escheat rules and options for closing accounts; preparation of letter and rollover form for participants who elected a rollover but have a remaining account balance, submitted for review by email on October 14; review of calculations and completion of letters and distribution forms for non-spouse beneficiaries, letters submitted October 8; review of calculations and completion of letters and distribution forms for newly found participants, letters submitted October 8 and October 27; review of calculations and completion of letters and distribution forms for spouse beneficiaries, letters submitted October 27; letters to participants with prior rollovers, submitted October 27; review of plan regarding issue of distribution options for non-spouse beneficiaries, email submitted October 28; and miscellaneous emails and phone discussions;

- ssss) Consulting assistance provided with respect to QDRO processing for the LTV Steel Hourly Defined Contribution Pension Plan, including discussions with Company personnel, alternate payees and alternate payees' attorneys; completion of review of Wills order, determination of qualification issued October 6; and continuing work on orders for Loew, Sutak, Jacobs, Williams, Anthony and Garrett;
- tttt) Consulting assistance provided with respect to determination letter filing for the LTV Capital Accumulation Plan, including allocated share of discussions with IRS; allocated share of letter to IRS requesting extension of time to respond, submitted October 7; preparation of draft amendments to the 1997 and 2001 restatements of the Plan and cover letter to the IRS, submitted for review by email on October 25; final letter and amendments submitted to IRS on October 31; and related phone calls;
- uuuu) Consulting assistance provided with respect to determination letter filing for the LTV Steel Retirement Plan, including allocated share of discussions with IRS; allocated share of letter to IRS requesting extension of time to respond, submitted October 7; preparation of draft amendment to the Plan and cover letter to the IRS, submitted for review by email on October 21; final letter and amendment submitted to IRS on October 31; and related phone calls;
- vvvv) Consulting assistance provided with respect to determination letter filing for the LTV Steel – USWA Pension Plan, including allocated share of discussions with IRS; allocated share of letter to IRS requesting extension of time to respond, submitted October 7; preparation of draft amendments to the 1997 and 1999 restatements of the Plan and cover letter to the IRS, submitted for review by email on October 25; final letter and amendments submitted to IRS on October 31; and related phone calls;
- wwww) Consulting assistance provided with respect to termination of the LTV Steel Hourly Defined Contribution Pension Plan, including additional

discussions and review of escheat rules; conference call on November 7 with respect to DCP wrap-up issues; review of calculations and completion of letters and distribution forms for spouse beneficiaries, letters submitted November 11; review of calculations and completion of letters and distribution forms for found participants, letters submitted November 11; preparation of calculations and completion of letter and distribution forms for a participant with a QDRO, letter submitted November 14; and miscellaneous emails and phone discussions;

- xxxx) Consulting assistance provided with respect to QDRO processing for the LTV Steel Hourly Defined Contribution Pension Plan, including discussions with Company personnel, alternate payees and alternate payees' attorneys; and continuing work on Garrett order;
- yyyy) Consulting assistance provided with respect to determination letter filing for the LTV Capital Accumulation Plan, including discussion with IRS;
- zzzz) Consulting assistance provided with respect to termination of the LTV Steel Hourly Defined Contribution Pension Plan, including preparation of information for an annuity purchase from AIG, memo submitted December 18; and miscellaneous phone discussions with respect to wrap-up issues;
- aaaaa) Consulting assistance provided with respect to QDRO processing for the LTV Steel Hourly Defined Contribution Pension Plan, including review of files for status of orders regarding Tharp, Webb, Piccota, Anthony, Thomas, Sutak and Garrett;
- bbbbbb) Consulting assistance provided with respect to QDRO processing for the LTV Steel Hourly Defined Contribution Pension Plan, including phone discussions with alternate payees and legal counsel and review of files regarding orders for Wills, Beard and Jackson;
- ccccc) Consulting assistance provided with respect to termination of the LTV Steel Hourly Defined Contribution Pension Plan.

**Human Resources:**

13. During the Final Period, Applicant provided the following professional consulting services under the Human Resources project category. Applicant expended a total of 355.4 hours in the aggregate amount of \$138,562.00 in the rendition of such services.

- a) Consulting assistance provided Tom Harlan and Russ Lloyd with respect to research of data submitted in connection with the sale of the Tin Division to USX, information provided by phone on May 22; and additional information submitted by fax and email on May 30;

- b) Consulting assistance provided with respect to initial work on benefit calculation for a participant in the Executive Benefit Plan;
- c) Consulting assistance provided with respect to annuity purchase for an executive retiree, including securing annuity quotes, analysis of quote received by the Company; and calculation of annuity purchase based on both quotes, letter and calculations submitted June 14;
- d) Consulting assistance provided with respect to COBRA issues, including preparation for and conference call on June 5 to discuss strategy; initial research; and initial work on analysis;
- e) Consulting assistance provided Russ Lloyd with respect to a participant's benefit under the LTV Retirement Plan with respect to Republic Retirement Plan offset;
- f) Consulting assistance provided with respect to COBRA issues, including review of data received; preparation of outline of data needed, email submitted July 3; conference call on June 30 to discuss data issues; continuing work on analysis; and related phone calls;
- g) Continuing consulting assistance provided with respect to annuity purchase for an executive retiree, including calculation of present value of future benefits under a proposed trust based on three rate of return scenarios, letter submitted July 22; review of tax issues; preparation of analysis of when the proposed trust would be exhausted under two scenarios, submitted by email on July 25; and related phone calls;
- h) Consulting assistance provided Russ Lloyd with respect to calculation procedures for an LTV Retirement Plan benefit;
- i) Consulting assistance provided with respect to COBRA issues, including analysis of 2000 and 2001 claims experience for the entire population and separately for COBRA participants, including resolution of data problems; estimate of liability under two scenarios with recognition of actual August enrollment and anticipated claims experience; and related phone calls, preliminary results submitted August 20;
- j) Completion of calculations under multiple scenarios for a participant in the LTV Executive Benefit Plan, results submitted August 29;
- k) Continuing consulting assistance provided with respect to annuity purchase for an executive retiree, including securing updated annuity quotes, submitted by email on August 7; and related phone calls;
- l) Consulting assistance provided with respect to COBRA issues, including estimate of liability in excess of premiums under two scenarios, results submitted September 11; initial work on pricing 2003 COBRA rates based on the current plan and two alternative scenarios; preparation of claims analysis of COBRA submitted by email on September 25; and related phone calls;

- m) Consulting assistance provided with respect to PBGC benefit calculation for a participant under the Salaried Plan, including research and related phone calls;
- n) Consulting assistance provided with respect to calculation for a participant in the LTV Executive Benefit Plan, including review of interest rate to be used and related phone call;
- o) Consulting assistance provided with respect to research concerning a participant in the Salaried Plan last working at Trico, Inc., including email submitted October 28 Consulting assistance provided with respect to new 401(k) plan for remaining LTV salaried employees, including research on options; discussions with vendors; conference call on October 29; and conference call and follow-up call on October 30;
- p) Consulting assistance provided with respect to COBRA issues, including continuing work on pricing 2003 COBRA rates; and telephone discussions;
- q) Consulting assistance provided with respect to calculation for a participant in the LTV Executive Benefit Plan, including continuing work on selection of interest rate to be used;
- r) Consulting assistance provided Frank Filipovitz with respect to miscellaneous bankruptcy issues;
- s) Consulting assistance provided with respect to COBRA issues and VEBA questions, including completion of pricing 2003 COBRA rates, results submitted November 25; and telephone discussions;
- t) Consulting assistance provided with respect to new 401(k) plan for remaining LTV salaried employees, including research on websites for potential vendors, email submitted November 1; conference call on November 4; review of Fidelity documents and conference call on November 8; conference call on November 15; review of materials on potential providers; allocated share of conference call on November 20; emails of November 20; and conference call on November 25;
- u) Consulting assistance provided with respect to appropriate interest rate for a participant in the LTV Executive Benefit Plan, including research of current annuity rates;
- v) Consulting assistance provided with respect to terminated salaried plan, including research and related phone calls concerning DC offset under the Salaried Plan, DC offset calculation procedures being used by PBGC and question regarding New York Life annuity benefits;
- w) Consulting assistance provided with respect to new 401(k) plan for remaining LTV salaried employees, including conference call on December 4; and review of Fidelity agreement and conference call on December 11;



- x) Consulting assistance provided with respect to discussion regarding shadow accounts and related research;
- y) Consulting assistance provided with respect to questions regarding COBRA regulations;
- z) Consulting assistance provided with respect to a benefit calculation for an executive employee, including phone discussions; review of file; and review of updated interest rate determination;
- aa) Consulting assistance provided with respect to review of New York Life annuity benefits for two participants, including review of calculations;
- bb) Consulting assistance provided with respect to new 401(k) plan for remaining LTV salaried employees, including discussion regarding ADP testing;
- cc) Consulting assistance provided with respect to bookkeeping accounts associated with the LTV Steel – USWA Pension Plan, including phone discussion; and related research;
- dd) Consulting assistance provided with respect to a benefit calculation for an executive employee, including phone discussions;
- ee) Continuing consulting assistance provided with respect to new 401(k) plan for remaining LTV salaried employees, including discussion regarding ADP testing;
- ff) Consulting assistance provided with respect to HIPAA and model privacy notice;
- gg) Consulting assistance provided with respect to plan interpretation question in connection with the LTV Steel Salaried Defined Benefit Retirement Plan;
- hh) Consulting assistance provided with respect to HIPAA, including information to be used to document compliance, submitted by email on April 22;
- ii) Consulting assistance provided with respect to question in connection with access to Texas State Risk Pool for uninsurable participants, including research and email submitted April 25;
- jj) Continuing consulting assistance with respect to a participant in the LTV Executive Benefit Plan;
- kk) Continuing consulting assistance with respect to benefit calculations for a participant in the LTV Executive Benefit Plan, including request for additional data, emails submitted May 15; review of additional data received; initial work on revised calculations based on new data; and related phone calls;

- ll) Consulting assistance provided with respect to question in connection with DCP offset procedures under the LTV Salaried Defined Benefit Retirement Plan for participants with \$60 floor formula as of the date of plan termination, including review of plan provisions and email submitted May 15;
- mm) Consulting assistance provided with respect to impact of increasing the contribution percentage for the new Salaried DC Plan from 10% to 15%, including phone discussion on May 14;
- nn) Completion of benefit calculations under multiple scenarios for a participant in the LTV Executive Benefit Plan, submitted June 23;
- oo) Consulting assistance provided Russ Lloyd with respect to employer contributions in the new salaried defined contribution plan;
- pp) Consulting assistance provided with respect to the LTV Executive Benefit Plan, including preparation for and conference call on August 22; preparation of benefit calculations under two proposed retirement dates for a participant in the Plan, submitted August 25; and conference call of August 25;
- qq) Consulting assistance provided Russ Lloyd with respect to question regarding vesting service for four VP Buildings employees who were previously employed by Republic Buildings;
- rr) Consulting assistance provided Russ Lloyd with respect to Republic Retirement Plan offset to a benefit for an LTV Retirement Plan participant;
- ss) Consulting assistance provided Russ Lloyd with respect to ADP testing for the new salaried defined contribution plan;
- tt) Consulting assistance provided with respect to the LTV Executive Benefit Plan, including request for information needed to prepare new calculations for a participant in the Plan and preparation of revised benefit calculations under four interest rate scenarios with a proposed retirement date of September 30, submitted September 22; review of termination summary talking points, comments provided by email on September 23; preparation of revised benefit calculation using an interest rate of 6.5%, submitted September 24; preparation of updated calculations to reflect no offset of the EBP DC Account in calculating the Old EBP benefit, submitted September 25; preparation of rationale behind selection of an interest rate of 6.5% for calculation of benefits, letter submitted September 29; and related phone calls;
- uu) Consulting assistance provided with respect to the LTV Executive Benefit Plan, including preparation of final benefit calculations for a participant in the Plan, submitted October 7;

- vv) Consulting assistance provided with respect to review of files for election form for the LTV Steel Hourly Pension Plan, including scanning and reformatting form, submitted by fax and email on October 15;
- ww) Consulting assistance provided with respect to 2004 COBRA rates;
- xx) Continuing consulting assistance provided with respect to 2004 COBRA rates, including letter of November 20;
- yy) Consulting assistance provided with respect to HIPAA, including copies of welfare plan documents provided on November 7; review of files for PIB documents; preparation for and conference call on November 12; sample HIPAA policies provided by fax on November 12; preparation of draft HIPAA amendments for the PIB and the LTV Welfare Benefit Plan, submitted for review by email on November 18; and related phone calls;
- zz) Continuing consulting assistance provided with respect to 2004 COBRA rates;
- aaa) Consulting assistance provided with respect to catch up contribution under 401(k) plans.

**Services for Debtors Other than LTV Steel Company, Inc.**

14. During the Final Period, Applicant provided the following professional consulting services rendered to Debtor Corporations Other than LTV Steel Company, Inc. project category. Applicant expended a total of 411.9 hours in the aggregate amount of \$149,769.38 in the rendition of such services.

**LTV Copperweld Corporation**

- a) Consulting assistance provided with respect to reorganization of Copperweld, including conference call on September 12; review of presentation to GECC, comments provided by email on September 13; review of actuarial reports and projections; conference call on September 24; preparation of data request for contribution projections, submitted by email on September 26; preparation for and conference call on September 26; preparation of reorganization team list, submitted by email on September 27; review of data received for Copperweld Salaried Plan projections and initial work on projection alternatives; and related phone calls;
- b) Consulting assistance provided with respect to coverage testing for the Copperweld Savings Plan 2001 Form 5500, including email submitted September 24;
- c) Consulting assistance provided with respect to reorganization of Copperweld, including continuing work on projection alternatives;

- d) Consulting assistance provided with respect to reorganization of Copperweld, including conference call on December 13 with LTV, Copperweld, GECC and Aon to discuss funding projections for the Copperweld plans; and follow-up call with LTV;
- e) Consulting assistance provided with respect to reorganization of Copperweld, including preliminary phone calls in preparation for and conference call on February 13; preparation for and conference call on February 14; preparation for and conference call on February 18; review of outline of distress termination strategy, including comments provided by the Company; and preparation for and conference call of February 21;
- f) Consulting assistance provided with respect to reorganization of Copperweld, including preparation for and conference call on March 11; research on distress terminations and preparation of information to supplement timeline prepared by outside counsel, submitted by email on March 11; review of draft email outlining proposed distress termination strategy, comments provided by email on March 11; preparation for and conference call on March 13; preparation for and conference call on March 20; preparation for and conference call of March 21; discussions with Mercer regarding projections; preparation of data request to Mercer, submitted by email on March 27; review of template of presentation to PBGC from outside counsel; email regarding funding projections submitted March 27; preparation for and conference call of March 31; and related phone calls;
- g) Consulting assistance provided with respect to reorganization of Copperweld, including review of assumptions used in Mercer projections, comments provided by email of April 3; review of Mercer projections, including Canadian projections; preparation for and conference call on April 8; review of additional Mercer projections and backup materials; preparation of request for information, email submitted April 9; preparation for and conference call on April 10; review of Mercer projections and preparation for and conference call on April 10; email submitted April 10 requesting clarification of backup information; preparation for and conference call of April 15 on Canadian projections; discussions with Mercer regarding projections; preparation of request for information to Mercer, submitted by email on April 18; preparation for and conference call on April 21; email regarding additional comments concerning Mercer projections submitted April 24; and related phone calls;
- h) Consulting assistance provided with respect to reorganization of Copperweld, including preparation for and conference call on May 19;
- i) Consulting assistance provided with respect to COBRA issues, including preparation for and conference call on June 26; and initial work on analysis of liability and benefit payments going forward;

- j) Consulting assistance provided with respect to COBRA issues, including continuing work on analysis of liability.

**LTV Steel Mining Company**

- a) Consulting assistance provided with respect to PBGC claim, including initial work on preparation of estimated liability for benefits payable by the PBGC;
- b) Consulting assistance provided with respect to PBGC claim, including continuing work on preparation of estimated liability for benefits payable by the PBGC under priority categories 3 and 4;
- c) Continuing consulting assistance provided with respect to PBGC claim, including continuing work on preparation of estimated liability for benefits payable by the PBGC under priority categories 3 and 4;
- d) Continuing consulting assistance provided with respect to PBGC claim, including continuing work on preparation of estimated liability for benefits payable by the PBGC under priority categories 3 and 4.

**Georgia Tubing Corporation**

- a) Consulting assistance provided with respect to preparation of estimated PBGC claim for the Georgia Tubing Corporation Pension Plan as of December 31, 2002;
- b) Preparation of September 30, 2002 FAS 132 disclosure information for the Georgia Tubing Corporation Pension Plan reflecting change in discount rate from 7% to 6.5%, results submitted November 14;
- c) Initial work on preparation of January 1, 2002 expense valuation and estimated September 30, 2002 disclosure information for the Georgia Tubing Corporation hourly OPEB plan;
- d) Consulting assistance provided with respect to potential sale, including preparation of estimated liability measures as of September 30, 2002, submitted November 21; and related discussions;
- e) Consulting assistance provided with respect to potential sale, including preparation of information to be provided to the buyer's actuary, submitted December 23 and 24;
- f) Continuing consulting assistance provided with respect to preparation of estimated PBGC claim for the Georgia Tubing Corporation Pension Plan as of December 31, 2002;
- g) Completion of January 1, 2002 expense valuation and estimated September 30, 2002 disclosure information for the Georgia Tubing Corporation hourly OPEB plan, results submitted December 3;

- h) Continuing consulting assistance provided with respect to potential sale, including preparation of updated funded status on four bases and preparation of estimated minimum funding requirements for 2003- 2007 under five scenarios, results provided in letter of January 8;
- i) Consulting assistance provided with respect to preparation of estimated minimum funding requirements for 2003 based on several plan termination dates, including calculation of required quarterly contribution due April 15; determination of potential funding deficiencies if additional contributions are not made; preparation of summary of results and follow-up discussion on April 11;
- j) Continuing consulting assistance provided with respect to plan termination issues, including discussion on April 30.

15. The aforesaid professional consulting services were reasonable and necessary in order for Applicant to discharge its duties and obligations to the Debtors and the Court. In rendering such services, Applicant has endeavored to assign the individual services rendered by its employees to the proper project category.

#### **IV. Expenses**

16. Annexed hereto as Exhibit "D" is a summary of the reasonable and necessary out-of-pocket expenses incurred by Applicant during the Third Interim Period in connection with providing the aforesaid profession consulting services in the amount of \$15,165.27. The specific expenses for which reimbursement is sought include, without limitation, mileage, postage for mailing documents to current and former employees of LTV Steel, archive retrieval, medical and drug data and system usage for health care cost evaluation. Also annexed as Exhibit "D" are copies of all receipts for out-of-pocket expenses exceeding \$25.00.

#### **V. Payment Received**

17. In accordance with the Professionals Order, Applicant has generated and served monthly billing statements requesting the approval and payment of one hundred percent (100%)

of fees and expenses incurred during the Final Period and the balance of the previous interim fee application as follows:

Month	Total Fees Requested	Total Expenses Requested	Total Fees Paid	Total Expenses Paid	Holdback
05/02	\$55,734.00	\$ 0.00	\$44,587.20	\$ 0.00	\$11,146.80
06/02	43,963.60	0.00	35,170.88	0.00	8,792.72
07/02	37,404.20	0.00	29,923.36	0.00	7,480.84
08/02	77,056.20	0.00	61,644.96	0.00	15,411.24
09/02	74,240.60	3,125.31	59,392.48	3,125.31	14,848.12
10/02	81,262.00	10,708.68	65,009.60	10,708.68	16,252.40
11/02	112,910.40	5.18	90,328.32	5.18	22,582.08
12/02	80,565.60	220.85	64,452.48	220.85	16,113.12
01/03	35,711.60	42.58	28,569.28	42.58	7,142.32
02/03	36,491.20	251.19	29,192.96	251.19	7,298.24
03/03	28,437.60	7.47	22,750.08	7.47	5,687.52
04/03	79,051.98	226.57	63,241.58	226.57	15,810.40
05/03	78,224.40	503.62	62,579.52	503.62	15,644.88
06/03	27,153.60	4.15	21,722.88	4.15	5,430.72
07/03	36,809.20	0.00	29,447.36	0.00	7,361.84
08/03	19,269.60	13.55	15,415.68	13.55	3,853.92
09/03	28,586.40	12.03	22,869.12	12.03	5,717.28
10/03	25,638.00	35.82	20,510.40	35.82	5,127.60
11/03	15,206.80	8.27	12,165.44	8.27	3,041.36
12/03	2,404.00	0.00	1,923.20	0.00	480.80
01/04	741.60	0.00	593.28	0.00	148.32
Totals	\$976,862.58	\$15,165.27	\$781,490.06	\$15,165.27	\$195,372.52

Applicant has received no payments other than as detailed herein.

**V. Statement Pursuant to Section 504 of the Bankruptcy Code**

18. Applicant has not shared, or agreed to share, any compensation or reimbursement received as a result of these cases with any person, firm or entity. No agreement or understanding exists regarding the sharing of compensation or reimbursement received or to be received on account of these cases. No agreements or promises concerning compensation or reimbursement of expenses have been made with Applicant or any person, firm or entity.

**WHEREFORE**, in accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Applicant is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

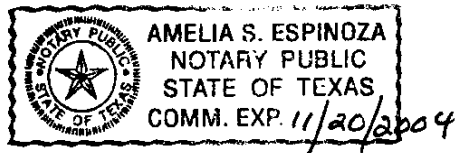
Dated: Dallas, Texas  
March 17, 2004

**MELLON CONSULTANTS, INC.**  
Human Resources Consultants  
to the Debtors and Debtors-in-Possession  
14911 Quorum Drive  
Dallas, Texas 75254-7534  
(972) 628-6800

By: Tamara R. Shelton  
Tamara R. Shelton  
Principal

Subscribed and sworn to before me  
this 17<sup>th</sup> day of March, 2004

Amelia S. Espinoza  
Notary Public





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

In re:	)	Chapter 11
LTV STEEL COMPANY, INC., et al.,	)	Case No. 00-43866
Debtors.	)	(Jointly Administered)

**CERTIFICATE OF SERVICE**

This is to certify that on the 19th day of March, 2004, I caused **FIFTH AND FINAL APPLICATION OF MELLON CONSULTANTS, INC. (F/K/A BUCK CONSULTANTS, INC.) FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AS HUMAN RESOURCES CONSULTANTS TO LTV STEEL COMPANY, INC., ET AL. AND FOR REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD FROM MAY 1, 2002 THROUGH JANUARY 22, 2004** to be served upon the following parties via First Class Mail:

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Dated: Dallas, Texas  
March 19, 2004

  
Tamara R. Shelton