

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

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U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
CLEVELAND

IN RE:	:	Chapter 11
LTV STEEL COMPANY, INC., a New Jersey corporation, <u>et al.</u> ,	:	Jointly Administered Case No. 00-43866
Debtors.	:	Judge Randolph Baxter
COPPERWELD CORPORATION	:	Case No. 00-43869
COPPERWELD BIMETALLICS PRODUCT COMPANY	:	Case No. 00-43868
COPPERWELD EQUIPMENT COMPANY	:	Case No. 00-43870
COPPERWELD MARKETING & SALES COMPANY	:	Case No. 00-43871
COPPERWELD TUBING PRODUCTS COMPANY	:	Case No. 00-43872
METALLON MATERIALS ACQUISITION CORPORATION	:	Case No. 00-43899
MIAMI ACQUISITION CORPORATION	:	Case No. 00-43900
SOUTHERN CROSS INVESTMENT INVESTMENT COMPANY	:	Case No. 00-43904
TAC ACQUISITION COMPANY	:	Case No. 00-43905
WELDED TUBE CO. OF AMERICA	:	Case No. 00-43911
WELDED TUBE HOLDINGS, INC.,	:	Case No. 00-43912
Copperweld Debtors	:	

ORDER GRANTING THE FINAL FEE APPLICATION AND AMENDMENT OF THORP REED & ARMSTRONG, LLP FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD DECEMBER 29, 2000 THROUGH DECEMBER 17, 2003

This matter coming before the Court on the Final Fee Application of Thorp Reed & Armstrong, LLP for Interim Allowance of Compensation and Reimbursement of Expenses For Services to the Copperweld Debtors for the period December 29, 2000 through December 17, 2003 (the "Application") and the Amendment to the Application (the "Amendment"), both filed by Thorp Reed & Armstrong, LLP ("Thorp Reed"), special counsel to the above-captioned Copperweld Debtors; the Court having reviewed the Application and the Amendment; and the Court having determined that the legal and factual bases set forth in the Application and the Amendment establish just cause for the relief granted herein;

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43-23-0472

THE COURT HEREBY FINDS THAT:

A. Capitalized terms not otherwise defined herein have the meanings given to them in the Application and the Amendment.

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

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

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

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

F. Thorp Reed's expenses incurred in connection with the Debtors' chapter 11 cases, for which it seeks reimbursement in the Application and the Amendment, are actual and necessary expenses under sections 330(a)(1)(B) and 331 of the Bankruptcy Code.

IT IS HEREBY ORDERED THAT:

1. The Application and the Amendment are GRANTED.
2. The final allowance of fees and expenses in the aggregate of \$120,233.36 for the period of December 29, 2000 through April 30, 2001, which was previously awarded to Thorp Reed on an interim basis by order of the court dated, December 7, 2001, approving the First Application of Thorp Reed & Armstrong, LLP for Interim Allowance of Compensation and Reimbursement of Expenses for the Period December 29, 2000 through April 30, 2001 is GRANTED;

3. The final allowance of fees and expenses in the aggregate of \$224,064.54 for the period of May 1, 2001 through August 31, 2001, which were previously requested by Thorp Reed on an interim basis in the Second Application of Thorp Reed for Interim Allowance of Compensation and Reimbursement of Expenses for the Period May 1, 2001 through August 31, 2001, which was filed with the Court on December 31, 2001 and is still pending is GRANTED

4. The final allowance of fees and expenses in the aggregate of \$ 198,262.77 received by Thorp Reed for the period of September 1, 2001 through December 31, 2001, and for an order directing the Copperweld Debtors to pay the 20% holdback being, \$38,439.60 of the Sept-Dec, 2001 Fees; (iv) final allowance of interim fees and expenses in the aggregate of \$182,270.35 received by Thorp Reed for the period of January 1, 2002 through April 30, 2002 GRANTED.

5. The Copperweld Debtors are authorized and directed to pay the 20% holdback being \$33,681.40 of the Jan-April, 2002 Fees.

6. The final allowance of interim fees and expenses in the aggregate of \$164,960.80 received by Thorp Reed for the period of May 1, 2002 through August 31, 2002 is GRANTED.

7. The Copperweld Debtors are authorized and directed to pay the 20% holdback, being \$31,586.13 of the May-Aug, 2002 Fees.

8. The final allowance of interim fees and expenses in the aggregate of \$274,213.60 received by Thorp Reed for the period of September 1, 2002 through December 31, 2002 is GRANTED.

9. The Copperweld Debtors are authorized and directed to pay the 20% holdback, being \$52,873.30 of the Sept-Dec, 2002 fees.

10. The final allowance of interim fees and expenses in the aggregate of \$274,395.26 received by Thorp Reed for the period of January 1, 2003 through April 30, 2003 is granted.

11. The Copperweld Debtors are authorized and directed to pay the 20% holdback, being \$50,619.30 of the Jan-April 2003 fees.

12. The final allowance of interim fees and expenses in the aggregate of \$291,395.26 received by Thorp Reed for the period of May 1, 2003 through August 31, 2003 is granted.

13. The Copperweld Debtors are authorized and directed to pay the 20% holdback, being \$55,220.30 of the May-August, 2003 fees.

14. The final allowance of interim fees and expenses in the aggregate of \$72,142.15 received by Thorp Reed for the period of September 1, 2003 through September 30, 2003 is GRANTED.

15. The Copperweld Debtors are authorized and directed to pay the 20% holdback, being \$13,545.40 of the September 2003 fees.

16. The final allowance of fees and expenses in the aggregate of \$250,287.46 received by Thorp Reed via a wire transfer from GE Capital Finance OBI on the Effective Date of the Copperweld Debtors' plan, December 17, 2003, for payment of fees and expenses owed

by the Copperweld Debtors to Thorp Reed for October 1, 2003 through December 17, 2003 is GRANTED.

17. The final allowance of fees and expenses in the aggregate of \$11,503.27 for services rendered by it to the Copperweld Debtors' Marion, Ohio Facility for the period of January 1, 2002 through February 28, 2002 is GRANTED.

18. The Copperweld Debtors are authorized to pay the 20% holdback being, \$2,296.75 of the Jan-Feb, 2002 Marion Fees.

19. The final allowance of interim fees and expenses in the aggregate of \$3,668.74 for services rendered to the Copperweld Debtors' Marion, Ohio Facility for the period of July 1, 2002 through July 31, 2002 is GRANTED.

20. The Copperweld Debtors are authorized to pay the 20% holdback, being \$731.47, of the July 2002 Marion Fees.

21. The final allowance of interim fees and expenses in the aggregate of \$5,580.52 for services rendered by it to the Copperweld Debtors' Marion, Ohio Facility for the period of August 1, 2002 through August 31, 2002 is GRANTED.

22. The Copperweld Debtors are authorized to pay the 20% holdback, being \$1,112.20, of the August 2002 Marion Fees.

23. The final allowance of interim fees and expenses in the aggregate of \$3,563.07 for the period of September 1, 2002 through September 30, 2002 is GRANTED.

24. The Copperweld Debtors are authorized to pay the 20% holdback, being \$710.00, of the September 2002 Marion Fees.

25. The final allowance of interim fees and expenses in the aggregate of \$3,693.07 for the period of October 1, 2002 through October 31, 2002 is GRANTED.

26. The Copperweld Debtors are authorized to pay the 20% holdback, being \$726.80 of the October 2003 Marion Fees.

Dated: March 24, 2004


JUDGE RANDOLPH BAXTER