

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

IN RE:	:	Chapter 11
	:	
Montgomery Ward Holding Corp.,	:	Case No. 97-1409 (PJW)
a Delaware corporation, <u>et al.</u> ,	:	
	:	Jointly Administered
Debtors.	:	
	:	
	:	
	:	

**ORDER (I) ALLOWING, AND GRANTING FINAL APPROVAL OF THE  
COMPENSATION AND REIMBURSEMENT OF EXPENSES REQUESTED BY  
PROFESSIONALS EMPLOYED IN THESE CASES AND (II) DIRECTING THE  
REORGANIZED DEBTORS TO PAY SUCH FEES AND EXPENSES**

Upon consideration of the interim and final fee applications for compensation and reimbursement of expenses (each, an "Application", and collectively, the "Applications") of the professionals listed on Exhibit A attached hereto (each, an "Applicant", and collectively, the "Applicants") for the periods set forth on Exhibit A (the "Application Periods"); and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §157 and Article XI of the First Amended Joint Plan of Reorganization of Montgomery Ward Holding Corp. and Its Debtor Subsidiaries (as confirmed, the "Plan"), (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and (c) and it appearing that adequate notice of the hearing to consider the Applications has been given, and that no other or further notice need be given; and the Court having reviewed the reports of the Fee Auditor appointed in these cases regarding certain of the Applications; and the objections of Katy-Gessmer Associates and Limited Partnership and of John Clark having been withdrawn and no other or further objections to the Applications having been filed and the Court having reviewed the Applications; and this Court having found and determined that each of the

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Applicants should be allowed the compensation and reimbursement of expenses requested in their respective Applications as set forth on Exhibit A,

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. Each of the Applications is granted and each of the Applicants is allowed compensation and reimbursement of expenses for the Application Periods in the amounts set forth on Exhibit A (each, an "Allowed Amount").

2. The above-captioned Reorganized Debtors hereby are directed to disburse to each Applicant the respective Allowed Amount, less any amounts previously paid to such Applicant on account of such Allowed Amount.

3. This Order shall be deemed a separate Order with respect to each of the Applications. Any stay of this Order pending appeal with respect to any one Applicant shall only apply to the particular Applicant that is the subject of such appeal, and shall not operate to stay the applicability and/or finality of this Order with respect to any other of the Applicants.

Dated: April 6, 2000  
Wilmington, Delaware

  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

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APPLICANT	APPLICATION	FEES	EXPENSES	TOTAL FEES AND EXPENSES
Jones, Day, Reavis & Pogue 901 Lakeside Avenue Cleveland, OH 44114	Final Total Amounts Requested 7/7/97 - 8/2/99	\$6,529,601.45	\$922,396.28	\$7,451,997.73
Attorneys for the Debtors Richards, Layton & Finger, P.A. One Rodney Square P.O. Box 551 Wilmington, DE 19899	Final Total Amounts Requested 07/08/97 - 08/02/99	\$883,245.85	\$765,999.25	\$1,649,245.10
Attorneys for the Debtors Skadden, Arps, Slate, Meager & Flom (Illinois) 333 West Wacker Drive Suite 2100 Chicago, IL 60606	Final Total Amounts Requested 02/25/98 - 08/01/99	██████████ \$652,835.45	\$26,876.41	██████████ \$679,711.86
Attorneys for Debtors Alzheimer & Gray 10 S. Wacker Drive, Suite 4000 Chicago, IL 60606	Final Total Amounts Requested 07/8/97 - 7/31/99	\$7,657,705.12	\$500,903.06	\$8,158,608.18
Special Counsel for Debtors Ernst & Young LLP 787 Seventh Avenue, 7 <sup>th</sup> Floor New York, NY 10019	Final Total Amounts Requested 7/7/97 - 7/15/99	\$2,942,286.00	\$169,912.00	\$3,112,198.00
Financial Advisors Hedlund Hanley & John Sears Tower, Ste 5700 233 South Wacker Drive Chicago, IL 60606	Final Total Amounts Requested 07/08/97 - 07/31/99	\$1,968,222.77	\$286,241.68	\$2,254,464.45
Attorneys for Debtors				

APPLICANT	APPLICATION	FEES	EXPENSES	TOTAL FEES AND EXPENSES
Troop Steuber Pasich Reddick & Tobey, LLP 2029 Century Park East, Ste 2400 Los Angeles, CA 90067	Final Total Amounts Requested 02/01/98 - 07/31/99	\$356,435.75	\$34,283.77	\$390,719.52
Attorneys for Debtors McDermott, Will & Emery 227 West Monroe Street Chicago, IL 60606	Final Total Amounts Requested 01/31/98 - 08/02/99	<del>██████████</del> <del>██████████</del> \$918,655.09	<del>██████████</del> \$87,231.64	<del>██████████</del> \$1,005,886.70
Special Labor and Employee Relations Counsel for Debtors Groom Law Group, Chartered 1701 Pennsylvania Avenue, NW Suite 1200 Washington, DC 20006	Final Total Amounts Requested 09/11/98 - 07/31/99	\$344,218.00	\$8,625.71	\$352,843.71
Employee Benefits Counsel for Debtors Holland & Hart 2515 Warren Avenue, Ste 450 Cheyenne, WY 82001	Final Total Amounts Requested 02/01/98 - 08/02/99	\$26,667.00	\$4,120.33	\$30,787.32
Special Defense Counsel to Debtors Wasserstein Perella & Co., Inc. 31 West 52 <sup>nd</sup> Street New York, NY 10019	Final Total Amounts Requested 09/28/98 - 08/01/99	\$1,250,000.00	\$55,656.45	\$1,305,656.45
Financial Advisors to Debtors Ad Valorem Tax, Inc. 1931 Rohlwing Road, Ste A Rolling Meadows, IL 60008	Final Total Amounts Requested 07/08/97 - 08/02/99	\$427,125.25	\$0	\$427,125.25
Property Tax Consultants Arthur Andersen LLP 33 West Monroe Street Chicago, IL 60603	Final Total Amounts Requested <del>07/08/97 - 08/02/99</del>	<del>██████████</del>	<del>██████████</del>	<del>██████████</del>
Independent Auditors, Outside Accountants and Consultants to Debtors				

APPLICANT	APPLICATION	FEES	EXPENSES	TOTAL FEES AND EXPENSES
Zolfo Cooper, LLC 292 Madison Avenue New York, NY 10017 Special Financial Advisors and Bankruptcy Consultants to Debtors	Final Total Amounts Requested 12/10/97 - 08/2/99	\$1,447,400.00	\$181,164.72	\$1,628,564.72
Yantek Enterprises 8097 Sacred Heart Lane Cincinnati, OH 45255 Contract Consultants for Debtors	Final Total Amounts Requested 05/28/98 - 07/01/99	\$548,930.00	\$148,229.09	\$697,159.09
Morris, Nichols, Arshat & Tunnel 1201 North Market Street P.O. Box 1347 Wilmington, DE 19899 Co-Counsel for the Official Committee of Unsecured Creditors	Final Total Amounts Requested 07/18/97 - 08/02/99	\$127,805.52	\$23,723.70	\$151,529.22
Wachtell, Lipton, Rosen & Katz 51 West 52 <sup>nd</sup> Street New York, NY 10019 Co-counsel to Official Committee of Unsecured Creditors	Final Total Amounts Requested 07/08/97 - 07/31/99	\$1,756,533.75	\$320,061.30 <sup>1</sup>	\$2,076,595.05
PricewaterhouseCoopers LLP 1177 Avenue of the Americas New York, NY 10036 (Formerly Coopers & Lybrand) Financial Advisors to the Creditors Committee	Final Total Amounts Requested 07/18/97 - 08/02/99	\$2,740,848.30	\$115,342.95	\$2,856,191.25

<sup>1</sup> This amount includes expenses incurred by Members of the Creditors' Committee.