

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

In re:)	Case No. 02-08699
)	(Jointly Administered)
NATIONAL STEEL CORPORATION,)	Chapter 11
et al.,)	Honorable John H. Squires
)	
Debtors.)	

**ORDER ALLOWING FINAL COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES TO ERNST & YOUNG
CORPORATE FINANCE LLC AND GRANTING OTHER RELIEF**

This cause coming to be heard on the Final Fee Application of Ernst & Young Corporate Finance LLC ("EYCF") for Approval and Allowance for any and all Fees and/or Expenses (the "Application"); copies of the Application having been served on the Notice Parties (as defined in Administrative Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Periodic Compensation and Reimbursement of Expenses of Professionals (Docket No. 34)(the "Administrative Order"); due notice of the Application having been provided to all parties on the Master and 2002 service lists by first-class mail; the Court having held a hearing on the Application on March 9, 2004; the Court having heard statements of counsel and having been otherwise fully advised in the premises,

IT IS HEREBY ORDERED THAT:

1. EYCF having requested final compensation in the amount of \$2,894,409.00, is allowed final compensation in the amount of \$2,894,409.00 for services rendered to the Debtors from March 6, 2002 through and including May 19, 2003.

2. EYCF, having requested reimbursement of expenses in the amount of \$120,513.00 is allowed \$120,216.00 for reimbursement of expenses incurred from March 6, 2002 through and including May 19, 2003.

3. The Debtors are authorized and directed to pay EYCF the total amounts awarded pursuant to EYCF's Final Fee Application less amounts previously paid to EYCF by Debtors pursuant to the Administrative Order and this Court's prior Orders.

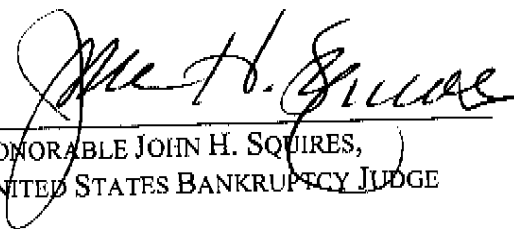
4. The Application and the entry of this Order are core proceedings within the meaning of 28 U.S.C. § 157(b).

5. Notice of the Application is limited for good cause shown to that already provided and notice is appropriate under the circumstances under F.R. Bankr. P. 2002.

6. All prior interim awards of fees and expense reimbursements are hereby approved and made final.

Dated: Chicago, Illinois
March 23, 2004

ENTERED

3/23/04 
HONORABLE JOHN H. SQUIRES,
UNITED STATES BANKRUPTCY JUDGE

ORDER PREPARED BY:
Steven Christenholz (ARDC No. 06224666)
PIPER RUDNICK LLP
203 North LaSalle Street, Suite 1800
Chicago, IL 60601-1293
(312) 368-4000