

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

In re:)	CASE NO. 02 B 08699
)	(Jointly Administered)
NATIONAL STEEL CORPORATION,)	
et. al.,)	CHAPTER 11
)	HON. JOHN H. SQUIRES
)	
Debtors)	Hearing Date and Time:
)	March 9, 2004 at 8:30 a.m.

**ORDER GRANTING FIFTH INTERIM AND FINAL FEE AND
EXPENSE APPLICATION OF McDERMOTT, WILL & EMERY**

THIS MATTER coming before the Court on the Fifth Interim and Final Application of McDermott, Will & Emery ("MWE") for Approval and Allowance of Compensation and Reimbursement of Expenses as Employee Relations, Conflicts and Local Counsel to the Official Committee of Unsecured Creditors ("Fifth Interim and Final Application"), the Court having considered the Fifth Interim and Final Application and the statements of MWE in support of same at the hearing held thereon, and finding that the Fifth Interim and Final Application generally complies with sections 330(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Bankruptcy Rule 5082-1, that good and sufficient cause has been shown for granting the relief requested in the Fifth Interim and Final Application, and that notice of the hearing on the Fifth Interim and Final Application was sufficient.

IT IS HEREBY ORDERED THAT:

1. The Fifth Interim and Final Application is granted.
2. The fees of MWE for the time period covered by the Fifth Interim Application (August 1, 2003 through December 19, 2003) are allowed in the amount of \$68,136.50 and reimbursement of its actual and necessary expenses is allowed in the amount of \$4,385.39

3. The Debtors are authorized to pay to MWE the amount of \$ 20,746.57 that amount representing amounts previously held back pursuant to the Court's Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Periodic Compensation and Reimbursement of Expenses of Professionals (Docket #34) and other amounts accruing during the time period covered by the Fifth Interim Application.

4. The fees of MWE for the time period covered by the Final Application Period (March 25, 2002 through December 19, 2003) are allowed in the amount of \$ 75,405.56 and reimbursement of its actual and necessary expenses is allowed in the amount of \$ 67,153.18.

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

6. This Order is final with respect to the Final Application and shall be effective immediately.

3/9/04
MAR - 9 2004

ENTER:


John H. Squires
United States Bankruptcy Judge

ORDER PREPARED BY:

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