

**IN THE 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
<u>et al.</u> ,)	
)	Hon. John H. Squires
Debtors.)	
)	

**ORDER ALLOWING SEYFARTH SHAW LLP INITIAL FINAL
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon the Final Application (the "Application") of Seyfarth Shaw LLP ("Seyfarth") for Compensation and Reimbursement for the Period of June 2, 2003, through January 31, 2004 (the "Application Period"), as Counsel to the Official Committee of Retired Employees (the "Committee"); and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Application having been provided and no other or further notice being required; and the Court having reviewed the Application and having heard the statement in support of the relief requested therein at a hearing held before the Court (the "Application Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Application Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Final Application is granted; and it is further

ORDERED that Seyfarth is allowed on a final basis \$409,939.00 as reasonable compensation for actual and necessary legal services rendered to the Committee from June 2, 2003, to January 31, 2004, of the Application Period (the "Allowed Compensation"); and it is further

ORDERED that Seyfarth is allowed on a final basis \$17,722.51 for actual and necessary expenses advanced on behalf of the Committee from June 2, 2003, to January 31, 2004, of the Application Period (the "Allowed Reimbursement"); and it is further

ORDERED that the Allowed Compensation and Reimbursement is allowed as an administrative expense of the Estates pursuant to 11 U.S.C. §§ 503(a) and (b), and 507(a)(1); and it is further

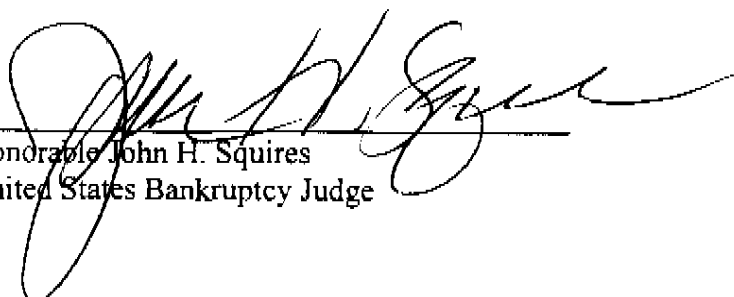
ORDERED that the Debtors are authorized and directed to promptly pay to Seyfarth from the Estates the Allowed Compensation and Reimbursement, to the extent not previously paid to Seyfarth from the Estates; and it is further

ORDERED that: (1) after the Application Hearing and after the Service (all capitalized words not defined herein have the meaning ascribed to them in the Application), Seyfarth will (a) review the case docket and (b) if no written objection with respect to the Further Fees and Expenses is filed with the Court by a Notice Party within five (5) days after the Service, file with the Court a Certificate of No Objection to that effect, along with a proposed order (the "Proposed Order") for the Court's consideration, in regards to allowance and award of the Further Fees and Expenses; and (2) thereafter, an Order will be entered by the Court without further hearing or notice thereon; and it is further

ORDERED that to the extent that a Notice Party timely files a written objection to the Further Fees and Expenses, then the Court shall hold a hearing on any such objection on a date to be chosen by the Court.

Dated: March 9, 2004

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Honorable John H. Squires
United States Bankruptcy Judge