

**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 APPROVING FIFTH AND FINAL APPLICATION OF SKADDEN, ARPS,  
SLATE, MEAGHER & FLOM LLP AS SPECIAL COUNSEL TO THE DEBTORS, AND  
AS COUNSEL TO THE STEEL COALITION IN CONNECTION WITH  
PROCEEDINGS BEFORE THE DEPARTMENT OF COMMERCE AND THE  
INTERNATIONAL TRADE COMMISSION, SEEKING ALLOWANCE AND  
PAYMENT OF FINAL COMPENSATION AND REIMBURSEMENT OF EXPENSES  
UNDER 11 U.S.C. §§ 330 AND 331**

Upon the Fifth and Final Application of Skadden, Arps, Slate, Meagher & Flom LLP as Special Counsel to the Debtors, and as Counsel to the Steel Coalition in Connection with Proceedings Before the Department of Commerce and the International Trade Commission, Seeking Allowance and Payment of Final Compensation and Reimbursement of Expenses under 11 U.S.C. §§ 330 and 331 (the "Application") for the period from March 6, 2002 through and including December 19, 2003, pursuant to the Administrative Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (Docket No. 34), entered March 7, 2002 (the "Fee Procedures Order"); and the Court having received no objections to this Application of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps"); and upon the record in these cases; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby:

ORDERED, ADJUDGED AND DECREED:

1. The Application is granted in the total amount of \$12,251,361.08 for fees and expenses, and Skadden, Arps is allowed compensation of fees in the amount of \$11,696,033 and reimbursement of expenses in the amount of \$555,328.08 in accordance with sections 330 and 331 of the Bankruptcy Code (collectively, the "Approved Amounts") in final.

2. To the extent the Debtors have not already paid Skadden, Arps all or part of such Approved Amounts pursuant to the Fee Procedures Order, the Debtors are hereby authorized and directed to pay any heretofore unpaid Approved Amounts, including, but not limited to, the ten percent (10%) of Skadden, Arps' monthly fee statements previously withheld pursuant to the terms of the Fee Procedures Order.

ENTER this 9<sup>th</sup> day of March, 2004.

  
UNITED STATES BANKRUPTCY JUDGE