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U.S. BANKRUPTCY COURT  
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JONES, DAY, REAVIS & POGUE  
DAVID S. KURTZ (IL State Bar No. 013126561)  
TIMOTHY R. POHL (IL State Bar No. 06208157)  
77 West Wacker  
Chicago, Illinois 60601-1692  
(312) 782-3939

Attorneys for the Official Committee of Noteholders

IN THE UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:	)	CASE NO. BK-S-97-20554-GWZ
	)	CASE NO. BK-S-97-20555-GWZ
STRATOSPHERE CORPORATION, a	)	
Delaware corporation, and STRATOSPHERE	)	(Jointly Administered Under
STRATOSPHERE GAMING CORPORATION,	)	Case No. 97-20555-GWZ)
a Nevada corporation,	)	
	)	CHAPTER 11
Debtors and Debtors	)	
in Possession.	)	DATE: December 10, 1998
	)	TIME: 10:00 a.m.
EIN Nos. 88-0292318 and	)	Set by: Sheila
88-0320164, respectively.	)	

**ORDER RE SIXTH INTERIM AND FINAL APPLICATION  
OF JONES, DAY, REAVIS & POGUE FOR ALLOWANCE  
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

This matter having come before the Court on December 10, 1998, for a hearing on the Sixth Interim and Final Application of Jones, Day, Reavis & Pogue for Allowance of

1872

1 Compensation and Reimbursement of Expenses (the "Application"), filed by the law firm of  
2 Jones, Day, Reavis & Pogue as counsel for the Official Noteholders' Committee; and the  
3 Court having considered the Application and Affidavit of Timothy R. Pohl attached thereto;  
4 the Objections; the Responses; and the oral argument of Counsel; the Court finding that  
5 appropriate notice of the Application having been made; and for good cause appearing:

6 THE COURT HEREBY FINDS THAT:

7 A. Capitalized terms not otherwise defined herein shall have the meanings given  
8 to them in the Application.

9 B. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and  
10 1334.

11 C. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2).

12 D. The Application, the Affidavit thereto and the notice of the Application and the  
13 Hearing comply, as applicable, with the requirements of the Bankruptcy Code, the Bankruptcy  
14 Rules, the Local Rules of the Court and the U.S. Trustee Guidelines.

15 E. Applicant's requested interim and final compensation for services rendered in  
16 connection with the Debtors' chapter 11 cases is reasonable and appropriate under sections  
17 330(a)(1) and 331 of the Bankruptcy Code.

18 F. Applicant's expenses incurred in connection with the Debtors' chapter 11  
19 cases, for which it seeks interim and final allowance in the Application, were actual and  
20 necessary expenses under sections 330(a)(1)(B) and 331 of the Bankruptcy Code.

21 IT IS HEREBY ORDERED that the Application is GRANTED.  
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1 IT IS FURTHER ORDERED that for the period July 1, 1998 through October 31,  
2 1998, Applicant is awarded the sum of \$23,099.82; consisting of fees in the amount of  
3 \$18,113.70 and expenses in the amount of \$4,986.12, to be paid by the Debtors forthwith.

4 IT IS FURTHER ORDERED that ninety percent (90%) of the fees held back from the  
5 First Compensation Period in the amount \$99,510.41 and fees heldback from the Second  
6 Compensation Period in the amount of \$15,256.00 are approved and Applicant is awarded the  
7 sum of \$103,289.77, to be paid by the Debtors forthwith.

8  
9 IT IS FURTHER ORDERED that a final allowance of compensation and  
10 reimbursement of expenses in the estimated amount of \$5,000.00 which either (i) have been  
11 or will be incurred after October 31, 1998 in connection with the preparation of the  
12 Application, Jones Day's Monthly Statement for October 1998 and related fee matters, or (ii)  
13 relate to expenses incurred during the Sixth Compensation Period but not yet billed due to  
14 delays in the applicable billing cycle for such expenses is approved, to be paid by the Debtors  
15 forthwith, and is subject to the following conditions:

- 16
- 17 a. No later than twenty (20) business days after entry of this Order,  
18 Applicant will provide an invoice to the Debtors detailing the actual  
19 fees and expenses incurred by Applicant after October 31, 1998 on  
20 matters included in the estimated fees and expenses. The Debtors may  
21 review the invoice for reasonableness and if the parties are unable to  
22 agree on the reasonableness of the fees and expenses requested, the  
23 Debtors may seek a Court determination of reasonableness.
  - 24 b. If the actual fees and expenses are less than the estimated fees and  
25 expenses, Applicant will either (i) return the overpayment to the  
26 Debtors by check along with the invoice or at such other time as the  
27 actual fees and expenses are finally established, or (ii) with the  
28 Debtors' consent, apply the amount of the overpayment as a credit  
against future billings.
  - c. If the actual fees and expenses are greater than the estimated fees and  
expenses, the Debtors may pay the additional amounts to Applicant  
provided that any such additional fees and expenses paid by the

1 Debtors do not exceed \$500.00. Applicant may file a supplemental  
2 application with the Court to seek approval of any additional amounts  
3 not paid by the Debtors no later than thirty (30) business days after the  
4 date of entry of this Order. Applicant may not seek any compensation  
for fees and expenses incurred in connection with any such  
supplemental application.

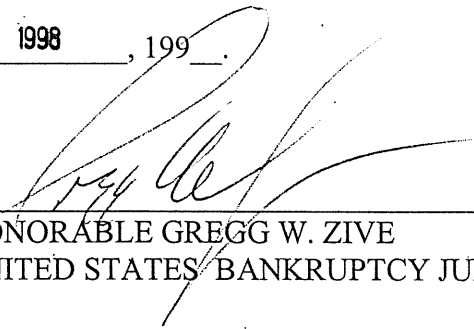
5 IT IS FURTHER ORDERED that the final approval is given to the fees and costs  
6 awarded by the following Orders:

- 7 a. Order re First Application of Jones, Day, Reavis & Pogue, Counsel for the Official  
8 Noteholders' Committee, for Interim Allowance of Compensation and  
9 Reimbursement of Expenses in the total amount of \$208,222.97, consisting of fees  
10 in the amount of \$202,036.29 and for costs in the amount of \$6,186.68, with a  
11 holdback of \$99,510.41;  
12
- 13 b. Order re Second Interim Fee Application of Jones, Day, Reavis & Pogue, Counsel  
14 for the Official Noteholders' Committee in the total amount of \$144,453.02,  
15 consisting of fees in the amount of \$124,987.90 and for costs in the amount of  
16 \$19,465.12, with a holdback of \$15,256.00;  
17
- 18 c. Order re Third Application of Jones, Day, Reavis & Pogue for Interim Allowance  
19 of Compensation and Reimbursement of Expenses in the total amount of  
20 \$245,368.70, consisting of \$185,068.70 for fees and for costs in the amount of  
21 \$60,300.00;
- 22 d. Order re Fourth Application of Jones, Day, Reavis & Pogue for Interim Allowance  
23 of Compensation and Reimbursement of Expenses in the total amount of  
24 \$165,729.94, consisting of fees of \$149,031.10 and costs in the amount of  
25 \$16,698.84; and  
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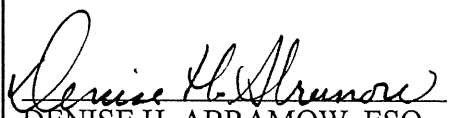
e. Order re Fifth Application of Jones, Day, Reavis & Pogue for Interim Allowance of Compensation and Reimbursement of Expenses in the total amount of \$27,570.16, consisting of fees of \$22,263.90 and costs in the amount of \$5,306.26.

DATED this \_\_\_\_\_ day of DEC 23 1998, 199\_\_.

  
\_\_\_\_\_  
HONORABLE GREGG W. ZIVE  
UNITED STATES BANKRUPTCY JUDGE

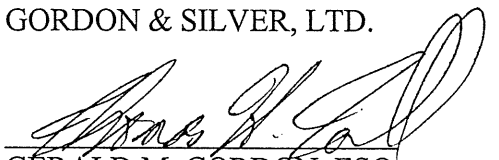
Submitted by:

SHEA & CARLYON, LTD.

  
DENISE H. ABRAMOW, ESQ.  
Nevada Bar No. 005851  
233 S. Fourth Street, Suite 200  
Las Vegas, NV 89101

APPROVED/DISAPPROVED:

GORDON & SILVER, LTD.

  
\_\_\_\_\_  
GERALD M. GORDON, ESQ.  
THOMAS H. FELL, ESQ.  
3960 Howard Hughes Prkwy, 9<sup>th</sup> Floor  
Las Vegas, NV 89109

APPROVED/DISAPPROVED:

OFFICE OF U.S. TRUSTEE

\_\_\_\_\_  
600 Las Vegas Blvd. S., #430  
Las Vegas, NV 89101

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e. Order re Fifth Application of Jones, Day, Reavis & Pogue for Interim Allowance of Compensation and Reimbursement of Expenses in the total amount of \$27,570.16, consisting of fees of \$22,263.90 and costs in the amount of \$5,306.26.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 199\_\_.

HONORABLE GREGG W. ZIVE  
UNITED STATES BANKRUPTCY JUDGE

Submitted by:

SHEA & CARLYON, LTD.

*Denise H. Abramow*  
DENISE H. ABRAMOW, ESQ.  
Nevada Bar No. 005851  
233 S. Fourth Street, Suite 200  
Las Vegas, NV 89101

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Las Vegas, NV 89109

APPROVED/DISAPPROVED:

OFFICE OF U.S. TRUSTEE

*[Signature]*  
600 Las Vegas Blvd. S., #430  
Las Vegas, NV 89101

*totals*

<i>app</i>	<i>exp</i>	<i>fees (childbooks)</i>
1	6186.68	202,036.29 (99510.4)
2	19465.12	124,987.90 (15,280)
3	60,300	185,068.70
4	1698.84	149,031.10
5	5306.26	22263.90
6	4986.12	18113.70

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*+ 103,289.77*  
*(90% of held books)*  
*\$114,766.41*  
*\$11,476.64*  
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