

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.  
SUNBEAM CORPORATION, : 01-40291 (AJG)  
Debtor. :  
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**ORDER GRANTING INTERIM ALLOWANCE OF COMPENSATION  
FOR PROFESSIONAL SERVICES RENDERED AND FOR  
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES  
INCURRED FROM FEBRUARY 6, 2001 THROUGH MAY 31, 2001**

Upon consideration of the applications of (i) Weil, Gotshal & Manges LLP, as attorneys for Sunbeam Corporation (the “Debtor”), filed July 5, 2001, (ii) Dresdner Kleinwort Wasserstein, Inc. (“DKW”), as investment banker for the Debtor, (iii) Zolfo Cooper, LLC, as financial advisor for the Debtor, (iv) Jenner & Block, LLP, as ordinary course professional for the Debtor, (v) Ernst & Young LLP, as auditor for the Debtor, (vi) Deloitte & Touche LLP, as accountant for the Debtor, (vii), Skadden, Arps, Slate, Meagher & Flom LLP, as special corporate counsel for the Debtor (collectively, the Debtor’s Professionals”), and (a) Kasowitz, Benson, Torres & Friedman LLP, as attorneys for the statutory creditors’ committee, and (b) Chanin Capital Partners, as financial advisor to the statutory creditors’ committee (together, the “Committee’s Professionals” and collectively with the Debtor’s Professionals, the “Applicants”), seeking allowance of interim compensation for professional services rendered and reimbursement for actual and necessary expenses incurred in connection therewith in the above-captioned chapter 11 case for the period commencing February 6, 2001 through

May 31, 2001 (collectively, the “Applications”); and a hearing having been held on August 28, 2001 before this Court to consider the Applications (the “Hearing”); and the Court having jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and due notice of the Applications having been provided pursuant to Rule 2002(a)(6) of the Federal Rules of Bankruptcy Procedure, and it appearing that no other or further notice need be given; and for the reasons set forth more fully on the record of the Hearing, and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, that pursuant to 11 U.S.C. §§ 330 and 331, the Applications of the Debtor’s Professionals be, and hereby are, granted in full less a five percent (5%) holdback (the “Holdback”) as set forth in Schedule A annexed hereto; provided, however, the Application of DKW, consistent with section 328 of title 11 of the United States Code (the “Bankruptcy Code”), is granted and DKW shall be paid by the Debtor in accordance with the governing employment agreements without any Holdback, but subject to an approval for final allowance of compensation and reimbursement of expenses pursuant to section 330 of the Bankruptcy Code; and it is further

ORDERED, that pursuant to 11 U.S.C. § § 330 and 331, the Applications of the Committee’s Professionals be, and hereby are, granted in full less the Holdback as set forth in Schedule A annexed hereto; provided, however, that any payments to the Committee’s Professionals are limited to \$600,000 (Chanin Capital Partners - \$350,000 and Kasowitz Benson Torres & Friedman LLP - \$250,000) for compensation and reimbursement of expenses provided for in the budget agreed to by the Statutory Creditors’ Committee, the Debtor’s senior secured lenders and the Debtor, and

incorporated into the record of the February 27, 2001 hearing on the Debtor's Motion Pursuant to Sections 363 and 364 of the Bankruptcy Code and Bankruptcy Rule 4001 for Authorization to Obtain Secured Credit, Use Cash Collateral and Grant Adequate Protection, subject to further order of the Court upon a motion that may be made by such professionals; and it is further

ORDERED, that the Debtor be, and hereby is, directed and authorized, upon the entry of this Order and receipt of appropriate wiring instructions from each Applicant, to wire-transfer to each such Applicant the fees and expenses as allowed herein.

Dated: New York, New York  
August 30, 2001

/s/ Arthur J. Gonzalez  
UNITED STATES BANKRUPTCY JUDGE

# SCHEDULE A

Applicant/Nature of Representation	Compensation	
Weil, Gotshal & Manges LLP Counsel for Debtor in Possession	Fees:	\$891,690.50
	Holdback:	<u>\$44,584.52</u>
	<b>Allowed Fees:</b>	<b>\$847,105.98</b>
	<b>Allowed Expenses:</b>	<b>\$100,430.90</b>
Dresdner Kleinwort Wasserstein, Inc. Investment Banker for the Debtor	Fees:	\$189,285.72
	Holdback:	<u>\$0</u>
	<b>Allowed Fees:</b>	<b>\$189,285.72</b>
	<b>Allowed Expenses:</b>	<b>\$13,209.89</b>
Ernst & Young LLP Auditor for Debtor	Fees:	\$121,621.00
	Holdback:	<u>\$6,081.05</u>
	<b>Allowed Fees:</b>	<b>\$115,539.95</b>
	<b>Allowed Expenses:</b>	<b>\$17,452.00</b>
Deloitte & Touche LLP Accountant for Debtor	Fees:	\$2,074,445.30
	Holdback:	<u>\$103,722.26</u>
	<b>Allowed Fees:</b>	<b>\$1,970,723.10</b>
	<b>Allowed Expenses:</b>	<b>\$68,631.35</b>
Skadden, Arps, Slate, Meagher & Flom LLP Special Corporate Counsel for Debtor	Fees:	\$214,749.50
	Holdback:	<u>\$10,737.47</u>
	<b>Allowed Fees:</b>	<b>\$204,012.03</b>
	<b>Allowed Expenses:</b>	<b>\$13,263.98</b>
Jenner & Block, LLC Ordinary Course Professional	Fees:	\$99,588.75
	Holdback:	<u>\$4,979.44</u>
	<b>Allowed Fees:</b>	<b>\$94,609.31</b>
	<b>Allowed Expenses:</b>	<b>\$23,471.35</b>
Kasowitz, Benson, Torres & Friedman LLP Counsel for Statutory Creditors' Committee	Fees:	\$328,464.50
	Holdback:	<u>\$16,423.22</u>
	Fees Less Holdback:	\$312,041.28
	Expenses:	\$13,258.32
	Budget Cap:	<u>\$250,000.00</u>
	<b>Allowed Fees:</b>	<b>\$236,741.68</b>
	<b>Allowed Expenses:</b>	<b>\$13,258.32</b>

Chanin Capital Partners  
Financial Advisor for Statutory Creditors' Committee

Fees:	\$562,500.00
Holdback:	<u>\$28,125.00</u>
Fees less Holdback:	\$534,375.00
Expenses:	\$30,445.49
Budget Cap:	<u>\$350,000.00</u>
<b>Allowed Fees:</b>	<b><u>\$319,554.51</u></b>
<b>Allowed Expenses:</b>	<b><u>\$30,445.49</u></b>

A.J.G.  
Initials

8/30/01  
Date