

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 SECOND INTERIM ALLOWANCE OF  
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED  
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES  
INCURRED FROM JUNE 1, 2001 THROUGH OCTOBER 31, 2001**

Upon consideration of the applications of (i) Weil, Gotshal & Manges LLP, as attorneys for Sunbeam Corporation (the “Debtor”), (ii) Zolfo Cooper, LLC, as financial advisor for the Debtor, (iii) Jenner & Block, LLP, as ordinary course professional for the Debtor, (iv) Ernst & Young LLP, as auditor for the Debtor, (v) Deloitte & Touche LLP, as accountant for the Debtor, (vi), Skadden, Arps, Slate, Meagher & Flom LLP, as special corporate counsel for the Debtor (collectively, the “Debtor’s Professionals”), and (a) Chanin Capital Partners, as financial advisor to the statutory creditors’ committee (the “Committee’s Professional” 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 generally from June 1, 2001 through October 31, 2001 (collectively, the “Applications”); and a hearing having been held on December 27, 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be given; and the Court having overruled on the record of the hearing all objections to the Applications not previously withdrawn or resolved; and for the reasons set forth more fully on the record of the Hearing, and after due deliberation and sufficient cause appearing therefor; it is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 section 331 of the Bankruptcy Code, the requests for allowance and payment of fees and reimbursement of expenses contained in the Applications of the Applicants are hereby granted in full, less in the case of each Applicant a five percent (5%) holdback in the amount of requested fees (the "Holdback") to the extent the application does not already provide for such a Holdback, as set forth in Schedule A annexed hereto; and it is further

ORDERED that the Debtor is hereby authorized and directed upon the entry of this Order and receipt of appropriate wiring instructions from each of the Debtor's Professionals to wire-transfer to each of the Debtor's Professionals the amount of fees and expenses allowed herein; and it is further

ORDERED that payment of the fees and expenses of the Committee's Professional shall be subject to this Court's order dated March 1, 2001 relating to debtor in possession financing and shall otherwise await further order of this Court.

Dated: New York, New York  
December 27, 2001

**s/Arthur J. Gonzalez**  
UNITED STATES BANKRUPTCY JUDGE