

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 AND FINAL ALLOWANCES OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND FOR
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Upon consideration of the interim applications of (i) Weil, Gotshal & Manges LLP, as attorneys for Sunbeam Corporation (the “Debtor”), filed September 30, 2002, (ii) Ernst & Young LLP, as auditor for the Debtor, filed August 2, 2002, (iii) Deloitte & Touche LLP, as accountant for the Debtor, filed September 24, 2002, (iv) Skadden, Arps, Slate, Meagher & Flom LLP, as special corporate counsel for the Debtor, filed September 30, 2002, (v) Williams & Connolly LLP, as ordinary course professional for the Debtor, filed September 27, 2002, (vi) Mandel & McAliley LLP, as litigation counsel for the Debtor, filed July 17, 2002, and (vii) Chicago Partners, as litigation consultants, filed on August 23, 2002 (collectively, the “Interim Applications”) and the final application of Zolfo Cooper, LLC, as financial advisor for the Debtor, filed September 27, 2002 (the “Zolfo Cooper Application” and collectively with the Interim Applications, the “Applications”), seeking allowance of compensation for professional services rendered and reimbursement for actual and necessary expenses incurred in connection therewith in the above-captioned chapter 11 case (collectively, the

“Applications”); and a hearing having been held on October 30, 2002 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 the Federal Rules of Bankruptcy Procedure, and it appearing that no other or further notice need be given; and the Court having overruled any and all objections to the Applications not previously withdrawn or resolved; and for the reasons set forth more fully on the record of the Hearing, and after due deliberation and sufficient cause appearing therefor; it is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 sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), the requests for allowance and payment of fees and reimbursement of expenses contained in the Interim Applications are hereby granted in full, less in the case of each Interim Application, 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 pursuant to section 330 of the Bankruptcy Code, the request for final allowance and payment of fees and reimbursement of expenses contained in the Zolfo Cooper Application is hereby granted in full as set forth in Schedule B, subject to the United States Trustee for the Southern District of New York’s right to seek partial disgorgement of the fees paid to Zolfo Cooper, LLC in the event a plan of reorganization is not confirmed by the Debtor and the Debtor is subsequently determined to be administratively insolvent; 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 applicant to wire-transfer to each such applicant the fees and expenses as allowed herein.

Dated: New York, New York
October 30, 2002

s/ Arthur J. Gonzalez
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE A

<u>Applicant/Nature of Representation</u>	<u>Compensation</u>
Weil, Gotshal & Manges LLP Counsel for Debtor	Fees: \$364,541.25 Expenses: \$65,404.60
Ernst & Young LLP Auditor for Debtor in Possession	Fees: \$205,150.60 Expenses: \$35,355.00
Deloitte & Touche LLP Accountant for Debtor in Possession	Fees: \$403,571.92 Expenses: \$4,084.02
Skadden, Arps, Slate, Meagher & Flom LLP Special Corporate Counsel for Debtor	Fees: \$170,401.02 Expenses: \$14,152.56
Williams & Connolly LLP Ordinary Course Professional for Debtor	Fees: \$170,333.57 Expenses: \$17,441.89
Mandel & McAliley LLP Ordinary Course Professional for Debtor	Fees: \$216,988.07 Expenses: \$16,163.61
Chicago Partners Ordinary Course Professional for Debtor	Fees: \$179,312.50 Expenses: \$4,578.35

Date: October 30, 2002

Initials: AJG, USBJ

SCHEDULE B

CURRENT COMPENSATION PERIOD							HELD BACK FEES		TOTAL
Applicant	Fees Requested for Compensation Period	Fees Allowed	5% Holdback	Fees Payable by Debtors	Expenses Requested	Expenses Allowed and Payable by Debtors	5% Holdback During Chapter 11 Case	Held Back Fees Payable by Debtors	Total Payment to be Made by Debtor
Zolfo Cooper, LLC – Financial Advisors to the Debtor	5,602.15	\$5,602.15	\$294.85	\$5,602.15	\$88.60	\$88.60	\$26,123.38	\$26,123.38	\$31,814.13

ALL FEE PERIODS (INCLUDING CURRENT COMPENSATION PERIOD)				
Applicant	Total Fees Requested	Total Fees Paid/to be Paid by Debtors	Total Expenses Requested	Total Expenses Paid/to be Paid by Debtors
Zolfo Cooper, LLC – Financial Advisors to the Debtor	\$522,467.50	\$522,467.50	\$52,043.36	\$52,043.36

Date: October 30, 2002

Initials: AJG , USBJ