

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

1285 Avenue of the Americas

New York, NY 10019-6064

Telephone: (212) 373-3000

Jeffrey D. Saferstein (JS/5339)

Hearing Date: February 19, 2003

Time: 10:00 a.m.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11

:

SUNBEAM CORPORATION, : Case No. 01-40291 (AJG)

:

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Debtor. :

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**SUMMARY SHEET ACCOMPANYING FIRST AND
FINAL APPLICATION OF PAUL, WEISS, RIFKIND,
WHARTON & GARRISON LLP FOR AWARD OF
COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED**

Name of Applicant: Paul, Weiss, Rifkind, Wharton & Garrison LLP

Authorized to Provide
Professional Services to: Sunbeam Corporation

Date of Retention: March 1, 2001

Period for which compensation
and reimbursement is sought: May 1, 2001 – May 31, 2001

Application:	Total Fees Incurred:	\$22,871.50
	Total Fees Requested:	\$22,871.50
	Total Expenses Incurred:	\$153.05
	Expenses Requested:	\$153.05

INDIVIDUALS PERFORMING SERVICES

	NAME AND TITLE OF PROFESSIONAL	YEAR ADMITTED	HOUR	RATE ¹	FEE
1.	Stephen G. Gorell (Counsel)	1980	29.2	\$475.00	\$13,870.00
2.	Victoria H. Zerjav (Associate)	2001	5.9	\$310.00	\$1,829.00
3.	Lisa S. Herz (Associate)	1997	2.3	\$425.00	\$977.50
4.	Tristan H. Brown (Associate)	2001	6.3	\$425.00	\$2,677.50
5.	Gail H. Cutler (Associate)	1999	4.6	\$350.00	\$1,610.00
6.	Michele Schramm (Paralegal)	N/A	10.9	\$175.00	\$1,907.50
	TOTAL		59.2		\$22,871.50

¹ These rates are the same rates charged to Paul, Weiss' non-bankruptcy clients. All professionals and paraprofessionals have submitted time records with this application.

BLENDED HOURLY RATE FOR PROFESSIONALS (Excluding paralegal or other paraprofessional time)	\$434.04
FEE TOTALS	\$22,871.50
DISBURSEMENT TOTALS (PAGE 4)	\$153.05
TOTAL FEE APPLICATION	\$23,024.55

SUMMARY OF DISBURSEMENTS

DISBURSEMENTS	AMOUNT
Communications (telephone and telecopy)	\$47.20
Photocopying	\$.30
Mail and Messengers	---
Telecopy	---
Transcribing, Computerized Research and Library Services	---
Word Processing, Secretarial Services	\$105.55
Court Expenses	---
Local Transportation	---
Overtime Expenses (transportation and meals)	---
DISBURSEMENT TOTAL:	\$153.05

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
: Chapter 11
SUNBEAM CORPORATION, :
: Case No. 01-40291 (AJG)
: Debtor. :
-----X

**FIRST AND FINAL APPLICATION OF PAUL,
WEISS, RIFKIND, WHARTON & GARRISON LLP FOR AWARD
OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED**

TO: THE HONORABLE ARTHUR J. GONZALEZ
UNITED STATES BANKRUPTCY JUDGE:

Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”), ordinary course employee benefits counsel to Sunbeam Corporation (“Sunbeam”), the above-captioned debtor and debtor in possession (the “Debtor”), submits this first and final application (the “First and Final Application”) for an award of compensation and reimbursement of expenses of \$23,024.55, consisting of \$22,871.50 of fees and \$153.05 of expenses incurred from May 1, 2001 through and including May 31, 2001 (the “Application Period”), pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Administrative Order Regarding Guidelines for Fees and Disbursements for Professionals in the Southern District of New York

Bankruptcy Cases (the “Fee Guidelines”) and the Amended Order pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals dated August 31, 2001 (the “Compensation Order”) and the Amended Order pursuant to Sections 327 and 328 of the Bankruptcy Code Authorizing Employment of Professionals Utilized in the Ordinary Course of Business dated March 1, 2001 (the “Order Authorizing Employment of Professionals”). A Certification under Guidelines for Fees and Disbursements for Professionals in Respect of First and Final Application of Paul, Weiss, Rifkind, Wharton & Garrison LLP for Compensation and Reimbursement of Expenses is attached hereto as Exhibit A. In support of this First and Final Application, Paul, Weiss respectfully represents:

BACKGROUND

1. On February 6, 2001 (the “Commencement Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with the Clerk of this Court.
2. By an Order Authorizing Employment of Professionals dated March 1, 2001 Paul, Weiss was retained to advise the Debtor in the ordinary course of business, on employee benefits, ERISA and other related matters. A copy of the Order Authorizing Employment of Professionals is attached hereto as Exhibit B. The terms and conditions of Paul, Weiss’ employment and compensation are set forth in more detail in the Compensation Order, a copy of which is attached hereto as Exhibit C.

RETENTION OF PAUL, WEISS

3. Paul, Weiss maintains its principal office at 1285 Avenue of the Americas, New York, New York 10019. Paul, Weiss operates as a full-service law firm with recognized expertise in both insolvency and reorganization practice and employee benefits practice.

4. Paul, Weiss has not shared or agreed to share any portion of the compensation received or to be received from the Debtor with any person, other than its members, partners and regular associates in accordance with the provisions of the Bankruptcy Code.

OVERVIEW OF COMPENSATION SOUGHT

5. Paul, Weiss seeks a first and final award of fees in the amount of \$22,871.50 and reimbursement of expenses in the amount of \$153.05 for services rendered to the Debtor and expenses incurred during the Application Period. The amount sought represents approximately 59.2 hours of professional and paraprofessional services rendered by Paul, Weiss to the Debtor.

SERVICES RENDERED

6. As set forth in greater detail on Paul, Weiss' Time Billing Reports, copies of which are attached hereto as Exhibit D, Paul, Weiss provided services and advice to the Debtor on a variety of employee benefits matters during the Application Period. More specifically, during the Application Period, Paul Weiss attorneys advised the Debtor in relation to 401(k) plan matters, including, reviewing and revising the Debtor's summary plan description, transfers of

accounts from an unrelated employee plan to the Debtor's plan and reviewing and revising the Debtor's trust agreement adopted under the Debtor's plan.

REQUEST FOR COMPENSATION

7. In the ordinary course of its practice, Paul, Weiss maintains records of all time expended and expenses incurred in rendering its services on behalf of the Debtor. The time records submitted as part of this First and Final Application detail (subject to the attorney/client and work product privileges) the work performed by Paul, Weiss during the Application Period. Paul, Weiss attorneys prepare their time records substantially contemporaneously with the work performed. A summary of the time records for the Application Period is attached hereto as Exhibit E. A summary of the expense records is attached hereto as Exhibit F. Detailed time and expense records are attached hereto as Exhibit D.

8. Paul, Weiss rendered the professional and paraprofessional services for which it seeks compensation solely on behalf of the Debtor in connection with the Debtor's operations in the ordinary course and in compliance with the Debtor's duties. At all times, Paul, Weiss has organized its staff, delegated responsibility and coordinated services to maximize efficiency and avoid duplication.

9. Paul, Weiss has received payment on a monthly basis for its services and expenses in connection with this representation, other than those payments requested in this First and Final Application. All amounts received by Paul, Weiss during the Debtor's case were under the \$20,000 per month cap

established in this case in the Order Authorizing Employment of Professionals and it was not necessary, therefore, for Paul Weiss to submit fee applications for periods other than the Application Period. Paul, Weiss is submitting this First and Final Application solely because its fees for the Application Period exceeded the \$20,000 per month cap established by the Court.

10. Paul, Weiss cannot practically describe in detail each service it has performed for the Debtor; however, the Exhibits to this First and Final Application provide that detail. On the basis of the descriptions set forth in this First and Final Application and the Exhibits hereto, Paul, Weiss submits that the legal services rendered to the Debtor and the expenses incurred on its behalf were necessary and have benefited both the estate and its creditors.

11. Paul, Weiss respectfully submits that the services for which it seeks compensation in this First and Final Application were necessary for, and beneficial to, the Debtor. Such services and expenditures were necessary to and in the best interests of the Debtor. Paul, Weiss further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services to the Debtor.

12. In sum, the services rendered by Paul, Weiss were necessary and beneficial to the Debtor and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved, and approval of the compensation herein is warranted.

WAIVER OF MEMORANDUM OF LAW

13. This Application includes citations to the applicable authorities and does not raise any novel issues of law. Accordingly, Paul, Weiss respectfully requests that the Court waive the requirement contained in Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that a separate memorandum of law be submitted.

NOTICE

14. A copy of the First and Final Application, with exhibits, will be served, by first class mail, on: (a) the Debtor; (b) counsel to the Debtor; (c) the Office of the United States Trustee; (d) Simpson, Thacher & Bartlett; and (e) Kasowitz Benson Torres & Friedman LLP.

CONCLUSION

WHEREFORE Paul, Weiss respectfully requests (i) allowance of its fees for professional services rendered during the Application Period in the amount of \$22,871.50 and reimbursement for actual and necessary expenses incurred by Paul, Weiss during the Application Period in the amount of \$153.05, and (ii) the Court to grant Paul, Weiss such other and further relief as is just.

Dated: New York, New York
February 7, 2003

Respectfully submitted,

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

/s/ Jeffrey D. Saferstein

Jeffrey D. Saferstein (JS/5339)

1285 Avenue of the Americas

New York, New York 10019-6064

Telephone: (212) 373-3000

Ordinary Course Employee Benefits Counsel

EXHIBIT A

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

1285 Avenue of the Americas

New York, NY 10019-6064

Telephone: (212) 373-3000

Jeffrey D. Saferstein (JS/5339)

Hearing Date: February 19, 2003

Time: 10:00 a.m.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
SUNBEAM CORPORATION,	:	Case No. 01-40291 (AJG)
	:	
	:	
Debtor.	:	

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**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF FIRST AND
FINAL FEE APPLICATION OF PAUL, WEISS, RIFKIND,
WHARTON & GARRISON LLP FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

I, JEFFREY D. SAFERSTEIN, hereby certify that:

1. I am a partner with the firm of Paul, Weiss, Rifkind Wharton & Garrison LLP ("Paul, Weiss").

2. I have reviewed the First and Final Application of Paul, Weiss, Rifkind, Wharton & Garrison LLP for Award of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred (the "Application") and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Additionally, I have reviewed the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995, the United States Trustee Guidelines for Reviewing Applications for Compensation and

Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996, and this Court's Amended Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals dated August 31, 2001, establishing procedures for compensation of ordinary course professionals in this case (collectively, the "Guidelines").

3. In accordance with the Guidelines, I hereby certify as follows:

- (a) I have read the Application;
- (b) to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the guidelines set forth by the Guidelines and are being billed in accordance with Paul, Weiss' customary rates;
- (c) to the best of my knowledge, in providing a reimbursable service in connection with any of the disbursements set forth on Exhibit F to the Application, Paul, Weiss does not make a profit on such service, whether performed in-house or through a third party, nor does Paul, Weiss include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment or capital outlay; and
- (d) Paul, Weiss has submitted statements of Paul, Weiss's fees and disbursement accrued during the Application Period which statements list the professionals and paraprofessionals providing services, their respective billing rates, the

aggregate hours worked by each such professional or paraprofessional and compensation earned and a reasonable detailed breakdown of the disbursement incurred.

4. The Debtor, the United States Trustee for the Southern District of New York, Simpson Thacher & Bartlett and Kasowitz Benson Torres & Friedman LLP are each being provided with a copy of the Application.

/s/Jeffrey D. Saferstein
Jeffrey D. Saferstein

Sworn to before me this
7th day of February, 2003

/s/ Carolyn Dolan
Carolyn Dolan
Notary Public
State of New York
No. 01DO4613170
Qualified in Queens County
Commission expires November 30, 2005

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	:	Chapter 11 Case No.
	:	
SUNBEAM CORPORATION,	:	01-40291 (AJG)
	:	
Debtor.	:	
	:	

**AMENDED ORDER PURSUANT TO SECTIONS 327 AND 328
OF THE BANKRUPTCY CODE AUTHORIZING EMPLOYMENT OF
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

Upon the motion dated February 6, 2001 (the "Motion") of Sunbeam Corporation, as debtor in possession, for an order pursuant to sections 327 and 328 of title 11 of the United States Code (the "Bankruptcy Code"), approving the employment of certain professionals utilized by Sunbeam Corporation in the ordinary course of its business (excluding professionals for whom Sunbeam Corporation has filed separate retention applications with this Court) (collectively, the "Ordinary Course Professionals"), and it appearing that the Court has jurisdiction over this matter; and it appearing that due notice of the Motion has been provided to the United States Trustee for the Southern District of New York (the "United States Trustee"), attorneys for Sunbeam Corporation's prepetition senior lenders and attorneys for Sunbeam Corporation's proposed postpetition lenders, and that no other or further notice need be provided; and it further appearing that the relief requested in the Motion is in the best interests of Sunbeam Corporation and its estate and creditors; and the Court having entered an order on February 6, 2001 authorizing the employment of

professionals utilized in the ordinary course of business; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, pursuant to sections 327 and 328 of the Bankruptcy Code, to the extent deemed necessary or appropriate by Sunbeam Corporation, Sunbeam Corporation is authorized to employ the Ordinary Course Professionals listed on Exhibit A to the Motion in the ordinary course of its business, effective as of the date of the commencement of Sunbeam Corporation's chapter 11 case; and it is further

ORDERED that each law firm retained as an Ordinary Course Professional shall file with the Court, within the later of (i) March 31, 2001 and (ii) the date of the law firm's engagement by Sunbeam Corporation, an affidavit pursuant to section 327(e) of the Bankruptcy Code setting forth that such law firm does not represent or hold any interest adverse to Sunbeam Corporation or to its estate; and it is further

ORDERED that Sunbeam Corporation is authorized to supplement the list of Ordinary Course Professionals from time to time during the case, as the need arises, and file such supplemental lists with the Court and serve same on the United States Trustee, the attorneys for Sunbeam Corporation's prepetition senior lenders and the statutory committee of unsecured creditors, once appointed, and if no objections to any such supplemental lists are filed within 15 days after service thereof, the retention of such Ordinary Course Professionals shall be deemed approved by the Court pursuant to sections 327 and 328 of the Bankruptcy Code without the need for a hearing; and it is further

ORDERED that Sunbeam Corporation is authorized and empowered to pay compensation and reimburse expenses to each of the Ordinary Course Professionals retained pursuant to this Order in the customary manner in the full amount billed by each such

professional upon receipt of reasonably detailed invoices indicating the nature of the services rendered and calculated in accordance with such professional's standard billing practices (without prejudice to Sunbeam Corporation's right to dispute any such invoices), up to \$20,000 per month per such professional; and it is further

ORDERED that any payments made in excess of the fee cap set forth in the decretal paragraph immediately preceding this decretal paragraph to any Ordinary Course Professional shall be subject to the prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of the Bankruptcy Court for the Southern District of New York, the Fee Guidelines promulgated by the Executive Office of the United States Trustee and any applicable orders of the Court; and it is further

ORDERED that this Order shall not apply to any professional retained by Sunbeam Corporation pursuant to a separate order of this Court.

Dated: New York, New York
March 1, 2001

s/Arthur J. Gonzalez
HONORABLE ARTHUR J. GONZALEZ
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT C

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SUNBEAM CORPORATION,

Debtor.

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X

Chapter 11 Case No.

01-40291 (AJG)

**AMENDED ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 331
ESTABLISHING PROCEDURES FOR MONTHLY COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

Upon the motion dated February 6, 2001 (the "Motion") of Sunbeam Corporation, as debtor in possession, for an order, pursuant to the standing General Order of the Bankruptcy Court for the Southern District of New York, signed on January 24, 2000 by former Chief Judge Tina L. Brozman (the "Standing Order") and pursuant to sections 105(a) and 331 of title 11 of the United States Code (the "Bankruptcy Code"), establishing procedures for monthly compensation and reimbursement of expenses of professionals retained by order of this Court; and this Court having determined that the relief requested in the Motion is in the best interests of Sunbeam Corporation, its estate, and creditors; and it appearing that due notice of the Motion has been provided to the Office of the United States Trustee for the Southern District of New York, attorneys for Sunbeam Corporation's prepetition senior lenders, attorneys for Sunbeam Corporation's proposed postpetition lenders, Sunbeam Corporation's 30 largest unsecured creditors and attorneys for the official committee of unsecured creditors, and that no other or further notice need be provided; and it further appearing that the relief requested in the Motion is in the best interests of Sunbeam Corporation and its estate and creditors; and upon all of

the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that except as may otherwise be provided in Court orders authorizing the retention of specific professionals, all professionals in these cases may seek monthly compensation in accordance with the following procedure:

- (a) On or before the twentieth (20th) day of each month following the month for which compensation is sought, each professional seeking compensation under this Motion will serve a monthly statement, by hand or overnight delivery on (i) Steven R. Isko, Esq., the officer designated by Sunbeam Corporation to be responsible for such matters; (ii) Weil Gotshal & Manges LLP, the attorneys for Sunbeam Corporation; (iii) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Paul K. Schwartzberg, Esq.); (iv) Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, New York 10019 (Attn: Chaim J. Fortgang) and Simpson Thacher & Bartlett, 425 Lexington Avenue, New York, New York 10017 (Attn: Steven M. Fuhrman, Esq.), counsel to the prepetition lenders and the postpetition lenders; and (v) the attorneys for the statutory committee of unsecured creditors once appointed;
- (b) The monthly statement shall be filed with the Court. A courtesy copy need not be delivered to the presiding judge's chambers;

- (c) Each monthly fee statement must contain a list of the individuals and their respective titles (e.g. attorney, accountant, or paralegal) who provided services during the statement period, their respective billing rates, the aggregate hours spent by each individual, a reasonably detailed breakdown of the disbursements incurred (No professional should seek reimbursement of an expense which would otherwise not be allowed pursuant to the Court's Administrative Orders dated June 24, 1991 and April 21, 1995 or the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 dated January 30, 1996.), and contemporaneously maintained time entries for each individual in increments of tenths (1/10) of an hour;
- (d) Each person receiving a statement will have at least fifteen (15) days after its receipt to review it and, in the event that he or she has an objection to the compensation or reimbursement sought in a particular statement, he or she shall, by no later than the thirty-fifth (35th) day following the month for which compensation is sought, serve upon the professional whose statement is objected to, and the other persons designated to receive statements in paragraph (a), a written "Notice Of Objection To Fee Statement," setting forth the nature of the objection and the amount of fees or expenses at issue;

- (e) At the expiration of the thirty-five (35) day period, Sunbeam Corporation shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified in each monthly statement to which no objection has been served in accordance with paragraph (d);
- (f) If Sunbeam Corporation receives an objection to a particular fee statement, it shall withhold payment of that portion of the fee statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (e);
- (g) Similarly, if the parties to an objection are able to resolve their dispute following the service of a Notice Of Objection To Fee Statement and if the party whose statement was objected to serves on all of the parties listed in paragraph (a) a statement indicating that the objection is withdrawn and describing in detail the terms of the resolution, then Sunbeam Corporation shall promptly pay, in accordance with paragraph (e), that portion of the fee statement which is no longer subject to an objection;
- (h) All objections that are not resolved by the parties, shall be preserved and presented to the Court at the next interim or final fee application hearing to be heard by the Court (See paragraph (j), below);

- (i) The service of an objection in accordance with paragraph (d) shall not prejudice the objecting party's right to object to any fee application made to the Court in accordance with the Code on any ground whether raised in the objection or not. Furthermore, the decision by any party not to object to a fee statement shall not be a waiver of any kind or prejudice that party's right to object to any fee application subsequently made to the Court in accordance with the Code;
- (j) Approximately every 120 days, but no more than every 150 days, each of the professionals shall serve and file with the Court an application for interim or final Court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be) of the compensation and reimbursement of expenses requested;
- (k) Any professional who fails to file an application seeking approval of compensation and expenses previously paid under this Order when due shall (1) be ineligible to receive further monthly payments of fees or expenses as provided herein until further order of the Court and (2) may be required to disgorge any fees paid since retention or the last fee application, whichever is later;
- (l) The pendency of an application or a Court order that payment of compensation or reimbursement of expenses was improper as to a particular statement shall not disqualify a professional from the

future payment of compensation or reimbursement of expenses as set forth above, unless otherwise ordered by the Court;

- (m) Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on this Court's interim or final allowance of compensation and reimbursement of expenses of any professionals; and
- (n) Counsel for each official committee may, in accordance with the foregoing procedure for monthly compensation and reimbursement of professionals, collect and submit statements of expenses, with supporting vouchers, from members of the committee he or she represents; provided, however, that such committee counsel ensures that these reimbursement requests comply with this Court's Administrative Orders dated June 24, 1991 and April 21, 1995;

and it is further

ORDERED that each professional may seek, in its first request for compensation and reimbursement of expenses pursuant to this Order, compensation for work performed and reimbursement for expenses incurred during the period beginning on the date of the professional's retention and ending on February 28, 2001; and it is further

ORDERED that Sunbeam Corporation shall include all payments to professionals on their monthly operating reports, detailed so as to state the amount paid to each of the professionals; and it is further

ORDERED that any party may object to requests for payments made pursuant to this Order on the grounds that Sunbeam Corporation has not timely filed monthly operating reports, remained current with their administrative expenses and 28 U.S.C. § 1930 fees, or a manifest exigency exists by seeking a further order of this Court, otherwise, this Order shall continue and shall remain in effect during the pendency of this case; and it is further

ORDERED that all time periods set forth in this Order shall be calculated in accordance with Federal Rule of Bankruptcy Procedure 9006(a); and it is further

ORDERED that any and all other and further notice of the relief requested in the Motion shall be, and hereby is, dispensed with and waived; provided, however, that Sunbeam Corporation must serve a copy of this Order on all entities specified in paragraph (a) of the first decretal paragraph hereof.

Dated: New York, New York
August 31, 2001

/s/ Arthur J. Gonzalez
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT D

Run Date & Time: 01/30/03 17:32:20

Work Date From : 05/01/01 Thru : 05/31/01

Client: 015557 AMERICAN HOUSEHOLD, INC (F/K/A SUNBEAM CORP)
 Matter: 00503 SUNBEAM - Bill 3 - Number's 3, 4, & 5

Resp Ptnrs: TES RCF WBR
 Bill Frq: M Class: 350 Status: B

Proforma:

Employee Name	ALP TIME	SUMMARY	Off Dp	Position	Oldest Entry	Latest Entry	Hours	Amount
GORELL, STEPHEN G.	NY EB	COUNSEL			05/01/01	05/31/01	29.20	13,870.00
ZERJAV, VICTORIA H.	NY EB	ASSOCIATE			05/17/01	05/23/01	5.90	1,829.00
HERZ, LISA S.	NY EB	ASSOCIATE			05/15/01	05/31/01	2.30	977.50
BROWN, TRISTAN M.	NY EB	ASSOCIATE			05/03/01	05/25/01	6.30	2,677.50
CUTLER, GAIL H	NY EB	ASSOCIATE			05/03/01	05/31/01	4.60	1,610.00
NON-LEGAL SUPPORT					05/01/01	05/29/01	10.90	1,907.50
Total:							59.20	22,871.50

Employee Name	ALP TIME	DEPT	POSITION	Work Date	Description	Hours	Amount
GORELL, STEPHEN G.	EB		COUNSEL	05/01/01	discussions with Mercer and M Schramm re retiree medical/life insurance project	.50	237.50
SCHRAMM, MICHELE	EB		PARALEGAL	05/01/01	Reviewed and copied Coleman plans and compared current summaries against phase I and phase II.	2.70	472.50
GORELL, STEPHEN G.	EB		COUNSEL	05/02/01	conference call with client re retiree life and medical plan issues, related discussions with T Brown and M Schramm	1.64	778.00
GORELL, STEPHEN G.	EB		PARALEGAL	05/02/01	conference call with client re retiree life and medical plan issues, related discussions with T Brown and M Schramm	.26	124.50
GORELL, STEPHEN G.	EB		COUNSEL	05/03/01	Conference call re: retiree plans.	1.50	262.50
GORELL, STEPHEN G.	EB		COUNSEL	05/03/01	Conference call with CAB and Mercer re retiree life and medical.	1.20	570.00
BROWN, TRISTAN M.	EB		ASSOCIATE	05/03/01	Conference call with client re retiree life and medical	1.20	570.00
CUTLER, GAIL H	EB		ASSOCIATE	05/03/01	phone mail to R. DiPietro, quick review of s. 114 of bankruptcy code	.50	212.50
SCHRAMM, MICHELE	EB		PARALEGAL	05/03/01	ADP/ACP testing question.	.40	140.00
GORELL, STEPHEN G.	EB		COUNSEL	05/03/01	Reviewed retiree medical file and left message with client re: confirmation of active plans.	.30	52.50
BROWN, TRISTAN M.	EB		ASSOCIATE	05/07/01	status with client re retiree welfare benefits	.30	142.50
BROWN, TRISTAN M.	EB		ASSOCIATE	05/07/01	Schramm call	.10	42.50
GORELL, STEPHEN G.	EB		COUNSEL	05/08/01	conference call with client, T Brown and D Brynes re retiree welfare benefits	1.70	807.50
BROWN, TRISTAN M.	EB		ASSOCIATE	05/08/01	conference call with GORELL, D. Brynes, Sunbeam HR re: retiree health and life programs	1.00	425.00
GORELL, STEPHEN G.	EB		COUNSEL	05/09/01	Follow up with client re AFS employee transfers and related amendments to Sunbeam savings plan	.60	285.00
CUTLER, GAIL H	EB		ASSOCIATE	05/09/01	Same desk rule research.	1.00	350.00
GORELL, STEPHEN G.	EB		COUNSEL	05/10/01	discussions with client and internal re retiree medical benefits issues	.70	332.50
BROWN, TRISTAN M.	EB		ASSOCIATE	05/10/01	Gorell call, review of Sunbeam material	.50	212.50

Client: 015557 AMERICAN HOUSEHOLD, INC (F/K/A SUNBEAM CORP)
 Matter: 00503 SUNBEAM - Bill 3 - Number's 3, 4, & 5

Run Date & Time: 01/30/03 17:32:21

Work Date From : 05/01/01 Thru : 05/31/01

Client: 015557 AMERICAN HOUSEHOLD, INC (F/K/A SUNBEAM CORP)

Resp Parties: TES RCF WBR

Proforma:

(00658)

Matter: 00503 SUNBEAM - Bill 3 - Number's 3, 4, & 5

Bill Prq: M Class: 350 Status: B

Employee Name	Dept	Position	Work Date	Description	Hours	Amount
CUTLER, GAIL H	EB	ASSOCIATE	05/10/01	Discussion with Gorell regarding same desk rule research. Conference call with Ruddell.	1.70	595.00
SCHRAMM, MICHELE	EB	PARALEGAL	05/10/01	Updated binders and discussed retiree plans with Tristan Brown.	.90	157.50
GORELL, STEPHEN G.	EB	COUNSEL	05/11/01	follow up re retiree medical issues, reviewed reps/warranties	.60	285.00
SCHRAMM, MICHELE	EB	PARALEGAL	05/11/01	Reviewed new Coleman Retiree Medical Plan documents.	.50	87.50
GORELL, STEPHEN G.	EB	COUNSEL	05/14/01	Discussion with T Jarvis re Coleman stock/cash issue	.40	190.00
BROWN, TRISTAN M.	EB	ASSOCIATE	05/14/01	status with T Brown and M Schramm re retiree welfare benefits, related call to client	.60	285.00
SCHRAMM, MICHELE	EB	PARALEGAL	05/14/01	Gorell/Schramm meeting	.50	212.50
GORELL, STEPHEN G.	EB	COUNSEL	05/15/01	Discussed project with Tristan Brown and Stephen Gorell and prepared Coleman binders. reviewed asset sale reps/warranties and related discussion with C Jackman, discussion with C Jackman and ATS outside counsel regarding transfer of ATS employee account balances to Sunbeam 401k plan, reviewed proposed Sunbeam 401k plan trust agreement received from Amex	1.60	760.00
HERZ, LISA S.	EB	ASSOCIATE	05/15/01	Discussions w Gorell and follow-up issue re: transaction.	.50	212.50
BROWN, TRISTAN M.	EB	ASSOCIATE	05/15/01	Gorell re: Sunbeam trust agreement	.20	85.00
SCHRAMM, MICHELE	EB	PARALEGAL	05/15/01	Prepared binders for Tristan Brown and returned mystery documents to Sunbeam.	1.50	262.50
GORELL, STEPHEN G.	EB	COUNSEL	05/16/01	discussions with C Jackman and ATS outside counsel regarding ATS account transfers	.40	190.00
HERZ, LISA S.	EB	ASSOCIATE	05/17/01	discussions with ATS outside counsel and Jackman re status of ATS employee account transfers to Sunbeam 401k plan	.90	427.50
ZERJAV, VICTORIA H.	EB	ASSOCIATE	05/17/01	Sunbeam -- receive assignment, review e-mails and discuss project with Herz	.50	155.00
HERZ, LISA S.	EB	ASSOCIATE	05/17/01	Discussions and SPD with Zerjev.	.20	85.00
GORELL, STEPHEN G.	EB	COUNSEL	05/18/01	reviewed/revised proposed language re ATS employee transfers	.90	427.50
ZERJAV, VICTORIA H.	EB	ASSOCIATE	05/18/01	begin review of SPD's.	.40	124.00
HERZ, LISA S.	EB	ASSOCIATE	05/21/01	review SPD's and regulations regarding SPDs and make changes.	3.70	1,147.00
HERZ, LISA S.	EB	ASSOCIATE	05/22/01	Discuss SPDs with Lisa Herz and finalize revisions; locate changed loan procedure documents form March.	1.30	403.00
HERZ, LISA S.	EB	ASSOCIATE	05/22/01	Work w Zerjev on SPD review.	.60	255.00

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A L L T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Amount
GORELL, STEPHEN G.	EB	COUNSEL	05/23/01	discussions with client and ATS outside counsel regarding benefits issues relating to transfer of ATS employees to Sunbeam; discussion with T Brown regarding review of 401k plan trust agreement, status with I Hertz re 401k plan loan procedures	1.40	665.00
HERZ, LISA S.	EB	ASSOCIATE	05/23/01	Discussions with Gorell etc.	.20	85.00
SCHRAMM, MICHELE	EB	PARALEGAL	05/23/01	Copied 401(k) Plan for Tristan Brown.	.30	52.50
GORELL, STEPHEN G.	EB	COUNSEL	05/24/01	discussions with ATS outside counsel and client regarding ATS employee transfers, reviewed/revised employee benefit provisions of letter agreement pertaining to such transfers, reviewed communication to affected ATS employees, reviewed/revised board resolutions to Sunbeam benefit plans and related plan amendments re outsourced employee transfers, discussion with client, and follow up with Mercer regarding retiree life and medical and Sunbeam/Coleman stock issue under 401k plan review of all current and historical Coleman plans, SPDS and letters re: same, discussions with Schramm and Gorell re: same, call to Coleman HR person	7.40	3,515.00
BROWN, TRISTAN M.	EB	ASSOCIATE	05/24/01	Called Lynn Feldkamp with Tristan Brown regarding Retiree Medical Plan documents. reviewed client revised resolutions/amendments re ATS employee transfer and sent revisions to client, status with W Lee re amendment/restatement of Sunbeam pension plans review of materials, discussion with Schramm, Gorell re; trust agreement	3.00	1,275.00
SCHRAMM, MICHELE	EB	PARALEGAL	05/24/01	Confirmed information re: Coleman retiree medical plans with Lynn Feldcamp.	.20	35.00
GORELL, STEPHEN G.	EB	COUNSEL	05/25/01	discussions with client re 401k plan ATS employee transfer provisions and potential amendments re Coleman and Sunbeam stock funds, related discussion with Gail Hoenig re drafting of amendment; discussions with T Brown and Amex regarding review of amended/restated 401k plan trust agreement	.70	332.50
BROWN, TRISTAN M.	EB	ASSOCIATE	05/25/01	review of materials, discussion with Schramm, Gorell re; trust agreement	.50	212.50
SCHRAMM, MICHELE	EB	PARALEGAL	05/25/01	Confirmed information re: Coleman retiree medical plans with Lynn Feldcamp.	.30	52.50
GORELL, STEPHEN G.	EB	COUNSEL	05/29/01	discussions with client re 401k plan ATS employee transfer provisions and potential amendments re Coleman and Sunbeam stock funds, related discussion with Gail Hoenig re drafting of amendment; discussions with T Brown and Amex regarding review of amended/restated 401k plan trust agreement	2.60	1,235.00
CUTLER, GAIL H.	EB	ASSOCIATE	05/29/01	Discussion with Gorell regarding amending 401(k) plan.	1.00	350.00
SCHRAMM, MICHELE	EB	PARALEGAL	05/29/01	Updated 401(k) Binder.	.30	52.50

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Employee Name	AL L	T I M E	D E P T	P O S I T I O N	Work Date	Description	Hours	Amount	
GORELL, STEPHEN G.	EB		COUNSEL		05/31/01	revised proposed amendments to Sunbeam 401k plan and Sunbeam-Oster pension plan re transferred employees and general clean up, discussions with client, L Herz and V Zerjev re loan procedure changes	3.60	1,710.00	
HERZ, LISA S.	EB		ASSOCIATE		05/31/01	SPD and loan issues, discussions with Gorell and Zerjev.	.80	340.00	
CUTLER, GAIL H	EB		ASSOCIATE		05/31/01	ADP/ACP Amendment	.50	175.00	
Total								59.20	22,871.50
Matter Total								59.20	22,871.50

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EXHIBIT E

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INDIVIDUALS PERFORMING SERVICES

	NAME AND TITLE OF PROFESSIONAL	YEAR ADMITTED	HOUR	RATE ¹	FEE
1.	Stephen G. Gorell (Counsel)	1980	29.2	\$475.00	\$13,870.00
2.	Victoria H. Zerjav (Associate)	2001	5.9	\$310.00	\$1,829.00
3.	Lisa S. Herz (Associate)	1997	2.3	\$425.00	\$977.50
4.	Tristan H. Brown (Associate)	2001	6.3	\$425.00	\$2,677.50
5.	Gail H. Cutler (Associate)	1999	4.6	\$350.00	\$1,610.00
6.	Michele Schramm (Paralegal)	N/A	10.9	\$175.00	\$1,907.50
	TOTAL		59.2		\$22,871.50

¹ These rates are the same rates charged to Paul, Weiss' non-bankruptcy clients. All professionals and paraprofessionals have submitted time records with this application.

EXHIBIT F

SUMMARY OF DISBURSEMENTS

DISBURSEMENTS	AMOUNT
Communications (telephone and telecopy)	\$47.20
Photocopying	\$.30
Mail and Messengers	---
Telecopy	---
Transcribing, Computerized Research and Library Services	---
Word Processing, Secretarial Services	\$105.55
Court Expenses	---
Local Transportation	---
Overtime Expenses (transportation and meals)	---
DISBURSEMENT TOTAL:	\$153.05