

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
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UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
	:	Case No. 02-11467 (REG)
UNITED AUSTRALIA/PACIFIC, Inc.,	:	
	:	
	:	
Debtor.	:	

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

Upon consideration of the Final Application of Paul, Weiss, Rifkind,
Wharton & Garrison LLP for Award of Compensation for Professional Services
Rendered and for Reimbursement of Expenses Incurred (the "Application"); and a
hearing having been held before this court to consider the Application on June 26, 2003;
and no objections having been filed to the Application; and after due deliberation, and
sufficient cause appearing therefor, it is hereby

ORDERED that the Application is approved, and it is further

ORDERED that payment of the compensation for professional services rendered, and reimbursement of the expenses incurred, is authorized and approved to the extent set forth on Schedule "A" hereto.

Dated: New York, New York
July 1, 2003

s/ Robert E. Gerber
The Honorable Robert E. Gerber
United States Bankruptcy Judge

Case Number: 02-11467

Case Name: United Australia/Pacific, Inc.

CURRENT PERIOD						
Applicant	Date/Docket No. of Application	Fees Requested	Fees Awarded	Fees Held Back	Expenses Requested	Expenses Awarded
Paul, Weiss, Rifkind, Wharton & Garrison LLP	No. 81	\$36,422.00	\$36,422.00	\$3,642,20	\$2,215.76	\$2,215.76

SCHEDULE A

DATE 7/1/03

INITIALS s/ REG

USBJ

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ALL FEES (INCLUDING THIS PERIOD PERIOD)					
Applicant	Total Fees Requested	Total Fees Paid/To Be Paid	Total Fees Held Back	Total Expenses Requested	Total Expenses Awarded
Paul, Weiss, Rifkind, Wharton & Garrison LLP	\$91,292.50	\$91,292.500	\$0. ¹	\$4,272.90	\$4,272.90

SCHEDULE A

DATE 7/1/03

INITIALS s/REG

USBJ

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¹ Payment of all fees previously held back was approved by Order of this Court dated January 30, 2003 (Docket No. 64).