

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re)	Chapter 11 Cases
)	
APS HOLDING CORPORATION, <u>et al.</u> ,)	Case No. 98-00197 (PJW)
)	
Debtors.)	Jointly Administered
)	

OMNIBUS ORDER AWARDING FINAL ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES

Upon the applications (the "Applications") of the parties set forth on the annexed schedule (the "Applicants") for final allowances of compensation and reimbursement of expenses for professional services rendered and expenses incurred during the period commencing February 2, 1998 through October 29, 1999, inclusive, unless otherwise indicated in the Applications or the annexed schedule; and a hearing (the "Hearing") having been held before this Court on January 5, 2000 to consider the Applications; and upon (i) this Court's February 2, 1998 Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, (ii) this Court's Order Authorizing Debtors to Retain and Compensate Special Counsel in the Ordinary Course of Business and (iii) the provisions of the Debtors' First Amended Joint Consolidated Liquidating Plan of Reorganization (the "Plan"), dated August 27, 1999 and confirmed by this Court on October 19, 1999, establishing a bar date for and providing for distributions to holders of Fee Claims (as that term is defined in the Plan); and

due and adequate notice of the Applications and the Hearing having been given; and objections, if any, to the Applications having been resolved; and upon the full record of the Hearing and all prior proceedings in these cases; and sufficient cause having been shown therefor, it is hereby;

ORDERED, that the Applications are granted in the amounts set forth in the annexed schedule; and it is further

ORDERED, that the Debtors are authorized and empowered to pay all unpaid balances of the fees and expenses approved in accordance with the annexed schedule.

Dated: Wilmington, Delaware
January 5, 2000



CHIEF UNITED STATES BANKRUPTCY JUDGE

Case Number 98-00197 (PJW) (Jointly Administered)
CASE NAME: APS HOLDING CORPORATION, et al.

APPLICANT	PERIOD	FEES REQUESTED	FEES APPROVED (INCLUDING AMOUNTS PREVIOUSLY PAID)	EXPENSES REQUESTED	EXPENSES APPROVED (INCLUDING AMOUNTS PREVIOUSLY PAID)
Willkie Farr & Gallagher Co-Counsel to Debtors and Debtors in Possession	6/1/99 - 10/29/99 [Fifth]	\$483,546.00	\$483,546.00	\$32,995.07	\$32,995.07
	2/2/98 - 10/29/99 [Final]	\$3,603,299.50	\$3,603,299.50	\$263,615.88	\$263,615.88
Morris, Nichols, Arsht & Tunnell Co-Counsel to Debtors and Debtors in Possession	6/1/99 - 9/30/99 [Fifth]	\$89,236.50	\$89,236.50	\$41,903.73	\$41,903.73
	10/1/99 - 10/29/99 [Sixth]	\$22,134.50	\$22,134.50	\$5,353.16	\$5,353.16
Jay Alix & Associates Crisis Managers and Bankruptcy Consultants to Debtors and Debtors in Possession The Blackstone Group L.P.	2/2/98 - 10/29/99 [Final]	\$463,769.00	\$463,769.00	\$288,517.70	\$288,517.70
	2/2/98 - 10/19/99 [Fifth]	\$552,548.50	\$552,548.50	\$32,142.41	\$32,142.41
Financial Advisor to Debtors and Debtors in Possession	[Final]	\$3,725,699.75	\$3,725,699.75	\$283,189.51	\$283,189.51
	4/13/98 - 10/29/99 [Second and Final]	\$2,089,656.00	\$2,089,656.00	\$69,238.91	\$69,238.91

PricewaterhouseCoopers (Formerly Known as Price Waterhouse LLP)	6/1/99 - 10/29/99 [Fifth]	\$80,988.50	\$80,988.50	\$80,988.50	\$80,988.50	\$1,541.50	\$1,541.50
Special Financial Advisors and Reorganization Accountants for Debtors and Debtors in Possession	2/2/99 - 10/29/99 [Final]	\$2,107,104.00	\$2,107,104.00	\$2,107,104.00	\$2,107,104.00	\$157,641.42	\$157,641.42
PricewaterhouseCoopers LLP	2/2/98 - 10/29/99 [Fifth and Final]	\$438,049.00 (tax)	\$438,049.00 (tax)	\$438,049.00 (tax)	\$438,049.00 (tax)	\$35,722.00 (tax)	\$35,722.00 (tax)
Tax Accountants and Auditors for Debtors and Debtors in Possession	3/25/98 - 10/29/99 [First and Final]	\$578,952.00 (audit)	\$578,952.00 (audit)	\$578,952.00 (audit)	\$578,952.00 (audit)	\$46,415.00 (audit)	\$46,415.00 (audit)
Mundell, Odium & Haws	3/25/98 - 10/29/99 [First and Final]	\$4,521.25	\$4,521.25	\$4,521.25	\$4,521.25	\$489.53	\$489.53
Special Counsel for Debtors and Debtors in Possession	6/1/99 - 10/29/99 [Fifth]	\$85,898.50	\$85,898.50	\$85,898.50	\$85,898.50	\$9,913.37	\$9,913.37
Weil, Gotshal & Manges LLP	2/13/98 - 10/29/99 [Final]	\$1,228,393.00	\$1,228,393.00	\$1,228,393.00	\$1,228,393.00	\$124,581.65	\$124,581.65
Co-Counsel to the Official Committee of Unsecured Creditors	6/1/99 - 10/29/99 [Fifth]	\$25,342.50	\$25,342.50	\$25,342.50	\$25,342.50	\$1,829.43	\$1,829.43
The Bayard Firm	2/18/99 - 10/29/99 [Final]	\$152,846.50	\$152,846.50	\$152,846.50	\$152,846.50	\$25,385.00	\$25,385.00
Co-Counsel to the Official Committee of Unsecured Creditors	6/1/99 - 9/10/99 [Fifth]	\$8,313.00	\$8,313.00	\$8,313.00	\$8,313.00	\$0.00	\$0.00
Ernst & Young LLP	2/18/98 - 9/10/99 [Final]	\$967,647.00	\$967,647.00	\$967,647.00	\$967,647.00	\$39,695.00	\$39,695.00
Financial Advisors to the Official Committee of Unsecured Creditors							