

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

FILED/RECEIVED
DEC 13 3 58 PM '99

In re : CHAPTER 11
: :
APS HOLDING CORPORATION, : Case No. 98-197 (PJW)
et al. : :
: Jointly Administered
Debtors. :

U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE

**SIXTH APPLICATION OF MORRIS, NICHOLS, ARSHT & TUNNELL,
AS CO-COUNSEL FOR THE DEBTORS, FOR
ALLOWANCE OF INTERIM COMPENSATION FOR ACTUAL AND NECESSARY
SERVICES RENDERED AND FOR REIMBURSEMENT OF ALL ACTUAL AND
NECESSARY EXPENSES INCURRED (FOR THE PERIOD
OCTOBER 1, 1999-OCTOBER 29, 1999) AND FINAL APPLICATION
(FOR THE PERIOD FEBRUARY 2, 1998 THROUGH OCTOBER 29, 1999)**

Name of Applicant:	MORRIS, NICHOLS, ARSHT & TUNNELL
Authorized to Provide Professional Services to:	The Debtors
Date of Retention:	February 2, 1998
Period for which Compensation and reimbursement is sought by the Sixth Interim Application:	October 1, 1999-October 29, 1999
Period for which Final Compensation and reimbursement is being sought:	Feb. 2, 1998-Oct. 29, 1999
Amount of compensation sought as actual, reasonable and necessary:	\$22,134.50
Amount of reimbursement sought as actual, reasonable and necessary:	\$5,353.16
Amount of final compensation sought as actual, reasonable and necessary:	\$463,769.00
Amount of final reimbursement sought as actual, reasonable and necessary:	\$288,517.70

1345

This is an interim and/or x final application

The total time expended for the preparation of this application is approximately 2.0 hours, compensation for which is not being sought herein.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested Fees/Expenses	Approved Fees, Expenses
7/24/98	2/2/98 - 5/31/98	\$98,292.75/ \$20,028.32	pending
4/27/99	6/1/98 - 9/30/98	\$115,390.25/ \$49,680.21	pending
4/27/99	10/1/98 - 1/31/99	\$101,429.50/ \$137,522.40	pending
11/19/99	2/1/99 - 5/31/99	\$59,420.00/ \$34,029.88	pending
12/13/99	6/1/99 - 9/30/99	\$89,236.50 \$41,903.73	pending

APS HOLDING CORPORATION, et al. (Case No. 98-00197/PJW)
 Period 10/01/99 through 10/29/99

Professional	Position	Number of Years in that position	Hourly Rate, including changes	No. of Hours	TOTAL
William H. Sudell, Jr.	partner	22	\$365.00	1.8	\$657.00
Robert J. Dehney	partner	since 1/1/99 ¹	\$255.00	4.8	\$1,224.00
Derek C. Abbott	associate	3	\$190.00	3.2	\$608.00
Gregory W. Werkheiser	associate	2	\$170.00	34.5	\$12,855.00
Christopher F. Carlton	associate	1	\$150.00	85.7	\$5,848.00
Jason Staib	associate	since 8/99	\$140.00	2.6	364.00
Elaine J. McFarlane	paralegal	since 8/99	\$95.00	2.0	\$190.00
Bonnie A. Anemone	paralegal	since 7/99	\$105.00	3.7	\$388.50
GRAND TOTAL				138.3	\$22,134.50

TOTAL AMOUNT BILLED: \$22,134.50
 TOTAL NUMBER OF HOURS: 138.3
 BLENDED RATE: \$160.05

¹ Mr. Dehney has been practicing law for 8 years, 3 years with MNA&T, and has been a partner since January 1, 1999.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re : CHAPTER 11
:
APS HOLDING CORPORATION, : Case No. 98-197 (PJW)
et al. :
: Jointly Administered
Debtors. :

**SIXTH APPLICATION OF MORRIS, NICHOLS, ARSHT & TUNNELL,
AS CO-COUNSEL FOR THE DEBTORS, FOR
ALLOWANCE OF INTERIM COMPENSATION FOR ACTUAL AND NECESSARY
SERVICES RENDERED AND FOR REIMBURSEMENT OF ALL ACTUAL AND
NECESSARY EXPENSES INCURRED (FOR THE PERIOD
OCTOBER 1, 1999-OCTOBER 29, 1999) AND FINAL APPLICATION
(FOR THE PERIOD FEBRUARY 2, 1998 THROUGH OCTOBER 29, 1999)**

Morris, Nichols, Arsht & Tunnell ("MNA&T") respectfully represents as follows:

1. On February 2, 1998, each of the above-captioned debtors and debtors in possession (the "Debtors") filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.
2. By order dated February 2, 1998, the Court authorized the Debtors to retain MNA&T as Delaware co-counsel in these cases.
3. By order dated February 2, 1998, the Court established a procedure for interim compensation and reimbursement of expenses for all professionals in these cases. In particular, the Court authorized the submission of monthly statements by professionals employed under 11 U.S.C. §§ 327, 328 or 1103 and a procedure by which 80% of the fees requested and 100% of the disbursements requested could be paid by the Debtor. Pursuant to that order,

MNA&T has submitted interim statements to the Debtor for the period from the commencement of these cases through September 30, 1999.

4. The February 2, 1998, order also required that approximately every four months each professional file with the Court an application for Court approval and interim allowance of the payments made and amounts withheld during the prior four months. This is MNA&T's Sixth Application to the Court.

5. MNA&T submits this Sixth Application (i) for an allowance of reasonable compensation for actual and necessary professional services by it as counsel for the Debtors in these cases for the period from October 1, 1999, through October 29, 1999 (the "Interim Period"), and (ii) for reimbursement of actual and necessary, expenses incurred in representing the Debtor during that same period, (iii) for final allowance of reasonable compensation for actual and necessary professional services rendered by MNA&T as Delaware counsel for the Debtors in these cases for the period February 2, 1998, through October 29, 1999; and (iv) for final reimbursement of actual and necessary expenses incurred in representing the Debtors from February 2, 1998, through October 29, 1999. This application is made pursuant to the provisions of Sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and this Court's order of February 2, 1998.

6. Professional services and expenses for which compensation and reimbursement are sought were rendered and expended on behalf of the Debtors pursuant to Chapter 11 of the Bankruptcy Code. MNA&T believes it is appropriate that it be compensated for the time spent and be reimbursed for the expenses incurred in connection with these matters.

11 U.S.C. § 1103(a).

7. For the period covered by this Sixth Application, October 1, 1999, through October 29, 1999, MNA&T has provided professional services to the Debtors totaling \$22,345.50 and has incurred actual, necessary expenses in connection therewith totaling \$5,353.16. With respect to these amounts, as of the date of this application, MNA&T has received \$.00.

8. As to the Final Application, for the period February 2, 1998, through October 29, 1999, MNA&T has provided services to the Debtors totaling \$463,769.00 and has incurred actual and necessary expenses totaling \$288,517.70.² With respect to these amounts, as of the date of the application, MNA&T has received \$645,430.58.

9. Attached hereto as Exhibit A are monthly summaries by subject matter categories of the time expended by the timekeepers billing time to this case during the Interim Period.

10. MNA&T maintains daily records of the time spent in the rendering of professional services during the period covered by this Sixth Application. Monthly summaries of the value of services provided to the Debtors by each professional during the Interim Period are contained in Exhibit B hereto.

11. Attached hereto as Exhibit C are logs which show on a daily basis the professionals recording time for these matters, how much time was recorded by each professional and descriptions of the services provided during the Interim Period.

12. Exhibit D contains logs which show by each individual professional the date he or she recorded time on these matters, how much time was recorded and a description of the services provided during the Interim Period.

² MNA&T incorporates by reference its First through Fifth Fee Applications.

13. Exhibit E contains a breakdown of disbursements incurred by MNA&T during the Interim Period.

14. MNA&T has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and secretaries at MNA&T so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, MNA&T has sought to coordinate with co-counsel (Willkie Farr & Gallagher), so as to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Debtor. We believe we have been successful in this regard.

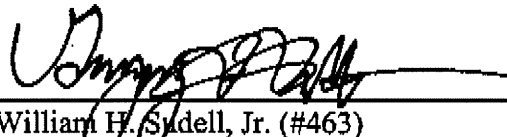
15. MNA&T is holding \$13,466.90 as an advance against services and disbursements from the Debtors.

16. No agreement or understanding exists between MNA&T and any other person for the sharing of compensation received or to be received for services rendered in or in connection with this case.

17. The undersigned has reviewed the requirements of Local Rule #32 and believes this application complies with that Rule.

WHEREFORE, Morris, Nichols, Arsht & Tunnell prays that: (i) MNA&T be allowed interim compensation in the amount of \$22,134.50 for actual and necessary professional services rendered to the Debtors during the period October 1, 1999 through October 29, 1999; (ii) MNA&T be reimbursed in the amount of \$5,353.16 actual and necessary expenses incurred during that period; (iii) MNA&T be allowed final compensation in the amount of \$463,769.00 for actual and necessary professional services rendered to the Debtors during the period February 2, 1998, through October 29, 1999; and (iv) MNA&T be allowed final reimbursement in the amount of \$288,517.70 for actual and necessary expenses incurred during that period.

MORRIS, NICHOLS, ARSHT & TUNNELL



William H. Sudell, Jr. (#463)
Robert L. Donney (#3578)
Derek C. Abbott (#3376)
Gregory W. Werkheiser (#3553)
1201 N. Market Street
P.O. Box 1347
Wilmington, DE 19899
(302) 658-9200

Co-counsel for APS Holding Corp., et al.,
Debtors and Debtors in Possession.

December 13, 1999

147768