

**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
_____)	

**FIRST AND FINAL APPLICATION OF MUNDELL, ODLUM & HAWS
AS SPECIAL COUNSEL FOR THE DEBTORS FOR ALLOWANCE
OF COMPENSATION FOR ACTUAL, NECESSARY SERVICES
RENDERED AND FOR REIMBURSEMENT OF ALL ACTUAL,
NECESSARY EXPENSES INCURRED FOR THE PERIOD
MARCH 25, 1998 THROUGH OCTOBER 29, 1999**

Name of Applicant: **Mundell, Odlum & Haws, LLP**

Authorized to Provide Professional Services to: Debtors (APS, Inc.)

Date of Retention: July 31, 1998 (nunc pro tunc to March 25, 1998)

Period for which compensation and reimbursement is sought: **March 25, 1998 through October 29, 1999**

Amount of Compensation requested as actual, reasonable and necessary: **\$4,521.25**

Amount of Expense Reimbursement requested as actual, reasonable and necessary: **\$ 489.53**

This is a final application.

The total time expended for the preparation of this application is approximately 2.50 hours and the corresponding compensation requested is \$ 0.00.

This is the first and only application being filed. There have been no prior applications.

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Mundell, Odum & Haws, LLP ("MO&H") respectfully represents as follows:

1. MO&H is special counsel for the debtors.
2. On July 31, 1998, this court entered an order authorizing the debtors to retain MO&H in the ordinary course of business to represent the interests of debtor APS, Inc. in litigation pending in the Superior Court for the State of California, County of Riverside, styled Mapex Co., Inc. v. APS, Inc., et al., Case No. RIC 307398 (the "Mapex Action").
3. The order, a true and correct copy of which is attached hereto as Exhibit A, provided that the debtors were authorized and empowered to retain MO&H nunc pro tunc as of the petition date – February 2, 1998.
4. MO&H has been retained by the debtors and has represented the interests of debtor APS, Inc. in the Mapex Action since March 25, 1998.
5. The professional services performed and expenses incurred in connection with this representation are detailed on Exhibit B attached hereto. Exhibit B was generated

by MO&H billing personnel in the ordinary course of business from contemporaneous time sheets and billing records maintained on a daily basis by the persons performing the services in question and is in the format of a typical MO&H client bill. All time has been reported in one-tenth of an hour increments, as required by Section IV.C of this court's Order #32. Each activity description includes the subject matter and the type of activity and contains its own time allotment, as required by Sections IV.B, D, F of this court's Order #32. Travel time has been separately described, as required by Section IV.G of this court's Order #32. The expenses incurred have been detailed as required by Section V of this court's Order #32, and appear on the second page of Exhibit B.

6. This application is made pursuant to this court's order dated July 31, 1998 and sections 328 and 330 of title 11, chapter 11, United States Code.

7. MO&H has endeavored to represent the interests of the debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys and paralegals so that work has been performed by those most familiar with the particular matter or task and by the professional with the lowest hourly rate appropriate for a particular matter. Notwithstanding the automatic stay of the Mapex Action against debtor APS, Inc., it was necessary for MO&H to appear in the action and defend APS, Inc.'s employee, co-defendant Wayne Berry, because under California law APS could be obligated to provide Mr. Berry with a defense against the claims being made by Mapex Co. and indemnify Mr. Berry in the event of an adverse judgment. In order to discharge such responsibility with a minimum of cost and burden to the debtors' estates, MO&H answered the complaint on behalf of Mr. Berry and thereafter obtained successive stays of the Mapex Action pending resolution of this bankruptcy proceeding. No discovery or proactive litigation activity was undertaken.

8. MO&H is not holding any advance against services and disbursements from the debtors or any other person or entity.

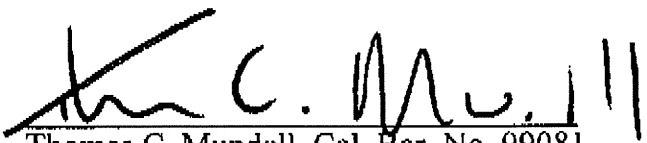
9. No agreement or understanding exists between MO&H and any other person or entity for the sharing of compensation received, or to be received, for services rendered in, or in connection with, the Mapex Action.

10. The undersigned has reviewed the requirements of this court's Order #32 and believes this application complies therewith.

WHEREFORE, Mundell, Odlum & Haws, LLP prays that (1) it be allowed final compensation in the amount of \$4,521.25 for actual, necessary professional services rendered to the Debtors during the period March 25, 1998 through October 29, 1999; and (2) it be allowed final reimbursement in the amount of \$489.53 as and for actual, necessary expenses incurred on behalf of the debtors during that period.

MUNDELL, ODLUM & HAWS, LLP

By:



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Special Counsel for the Debtors

December 11, 1999