

FILED IN THE
UNITED STATES
BANKRUPTCY COURT
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

* * * * *

In re:

GENEVA STEEL COMPANY,

Debtor and Debtor in Possession.

Bankruptcy Case No. 99-21130
(Chapter 11)

Judge Glen E. Clark

* * * * *

**FIRST INTERIM FEE APPLICATION OF AND
FOR MEMBERS OF THE UNSECURED
CREDITORS COMMITTEE**

Parsons Behle & Latimer, counsel to the Official Committee (the "Committee") of Unsecured Creditors of Geneva Steel Company (the "Debtor"), pursuant to 11 U.S.C. §§ 503(b)(3)(F), 503(b)(4) and 507(a)(1), Federal Rule of Bankruptcy Procedure 2016, and this Court's Administrative Order Under 11 U.S.C. §§ 105(a) and 331, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, hereby files this First Interim Fee Application (this "Application") of and for the following members of the Committee for reimbursement of actual and necessary expenses incurred in their performance of the duties of the Committee:

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Oxbow Carbon & Minerals, Inc. (“Oxbow”);
Air Liquide America Corp. (“Air Liquide”);
PacifiCorp, d/b/a/ Utah Power & Light, Inc. (“PacifiCorp”);
Praxair, Inc. (“Praxair”);
Union Pacific Railroad, Inc. (“Union Pacific”); and
the United Steelworkers of America (the “USWA”);

(collectively, the “Members”), in the total amount of \$13,666.32, for such expenses incurred during the time period between February 1, 1999 and May 31, 1999 (the “First Interim Compensation Period”)¹ and respectfully states:

I. BACKGROUND.

1. On February 1, 1999, the Debtor commenced this case by filing a voluntary petition under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the “Bankruptcy Code”). The Debtor currently operates its businesses and manages its properties as a debtor and debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. No reorganization plan or disclosure statement has been filed in this case. The Debtor’s exclusive periods of time to file a reorganization plan and seek acceptances thereon will expire on August 30, 1999 and September 31, 1999, respectively.

II. THE COMMITTEE.

3. The Committee was constituted by the United States Trustee (the “U.S. Trustee”) on February 5, 1999. The Committee was reconstituted by the U.S. Trustee on February 12, 1999 and further reconstituted by the U.S. Trustee on February 25, 1999.

4. The Members are each duly appointed members of the Committee.

¹ Although the First Interim Compensation Period ended on May 31, 1999, the Members ask the parties’ and the Court’s indulgence is considering their request for reimbursement of expenses incurred through mid-June, 1999.

III. THE COMMITTEE'S MEMBERS' PRIOR APPLICATIONS FOR COMPENSATION, AND THIS COURT'S AWARDS THEREON.

5. There have been no previous applications for interim or final compensation to the Committee's members in this case.

IV. PAYMENTS TO THE COMMITTEE'S MEMBERS IN RESPECT OF PREVIOUS AWARDS.

6. There have been no payments made from the Debtor's estate, for reimbursement of expenses incurred in connection with any member's performance of the duties of the Committee, on account of previous awards of this Court or otherwise.

V. THE COMMITTEE'S PRESENT APPLICATION FOR EXPENSES.

7. During the First Compensation Period, members of the Committee incurred actual and necessary expenses in the total amount of \$13,666.32 in connection with their performance of the duties of the Committee.

8. The expenses for which reimbursement is sought relate to two meetings that the Committee had with the Debtor in Salt Lake City, Utah on March 10 and June 10, 1999, and a meeting that two representatives of the Committee, and the Committee's counsel, had with the Executive Committee of the Bondholders in New York City on May 12, 1999.

9. The expenses for which reimbursement is sought in this Application are:

- a. For Oxbow, \$1,079.00, for the travel and related expenses of its counsel, Ms. Elizabeth Flaagan of Holme Roberts & Owen in Denver, Colorado, to attend both Committee meetings as Oxbow's representative;
- b. For Air Liquide, \$3,888.04 for the travel and related expenses of the Committee's Vice Chairman, Mr. Scott Hartshorn of Air Liquide's Houston, Texas office, to attend both Committee meetings;

- c. For PacifiCorp, \$403.51 for the travel and related expenses of PacifiCorp's representative, Mr. John Fryer of PacifiCorp's Portland, Oregon office, to attend the June Committee meeting;
- d. For Praxair, \$2,951.03 for the travel and related expenses of Praxair's representative, Mr. Curt Permel of Praxair's Chicago, Illinois office, to attend both Committee meetings;
- e. For Union Pacific, \$749.50 for the travel and related expenses of Union Pacific's in-house counsel from Omaha, Nebraska to attend the June meeting; and
- f. For the USWA, \$4,595.24 for the travel and related expenses of Mr. Kim Seigfried, of Pittsburgh, Pennsylvania to attend both Committee meetings and the meeting with the Bondholders.

10. The summary required by the Fee Guidelines of the U.S. Trustee is attached hereto as Exhibit "A."

11. A spreadsheet showing a breakdown for each Member's expenses is attached as Exhibit "B."

VI. OPINIONS, CERTIFICATIONS AND DISCLOSURES.

12. To the best knowledge of the undersigned with respect to the requests for reimbursement of each of the Members, and to the best knowledge of each Member with respect to the request of that particular member,

- a. All expenses incurred for which reimbursement is requested were actually incurred, and they were incurred for and on behalf of the Committee and not for the benefit of any other person or entity;
- b. All such services were reasonable and necessary and incurred in the Member's performance of the duties of the Committee;
- c. None of the Members seeking reimbursement have shared or agreed to share compensation or reimbursement awarded in this case with any other person except as among its employees and shareholders.

- d. None of the Members has made any agreements with the Committee, the Debtor or others for compensation or reimbursement which have not been disclosed to the Court.

13. The undersigned, by his signature below, hereby certifies that this First Interim Fee Application has been delivered to each of the Members seeking reimbursement hereunder, with a request that they review it for accuracy. Any exceptions will be brought to the Court's attention in writing or at the hearing on this Application.

14. The Committee and its members reserve the right to seek reimbursement of any additional actual and necessary expenses relating to the Committee's members' performance of the duties of the Committee in the future, for expenses incurred in the future or in the past.

WHEREFORE, the Members pray:

1. That interim reimbursement be awarded as follows:

to Oxbow, in the amount of \$1,079;
to Air Liquide, in the amount of \$3,888.04;
to PacifiCorp, in the amount of \$403.51;
to Praxair, in the amount of \$2,951.03;
to Union Pacific, in the amount of \$749.50; and
to the USWA, in the amount of \$4,595.24;

all for expenses incurred during the First Interim Compensation Period;

2. That such amounts be allowed as priority administrative expenses of the estate pursuant to 11 U.S.C. §§ 503(b)(3)(F), 503(b)(4) and 507(a)(1);

3. That the Debtor be authorized and directed, pursuant to 11 U.S.C. §§ 330 and 331, forthwith to pay such amounts from the estate; and

4. For such other and further relief as is just and reasonable in the circumstances.

DATED this 15th day of July, 1999.

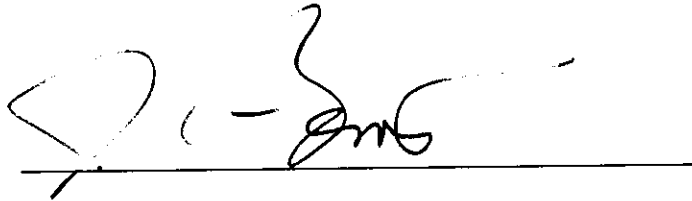
PARSONS BEHLE & LATIMER



J. THOMAS BECKETT
Counsel to the Unsecured Creditors Committee

DECLARATION

I, J. Thomas Beckett, of and for Parsons Behle & Latimer, do hereby declare under penalty of perjury that the statements contained herein are true and correct to the best of my knowledge, information and belief.



CERTIFICATE OF SERVICE

I hereby certify that on this 15th day of July, 1999, I caused a true and correct copy of the foregoing **FIRST INTERIM FEE APPLICATION OF AND FOR MEMBERS OF THE UNSECURED CREDITORS COMMITTEE** to be delivered to each of the parties listed below in the manner set forth below.

Steven Strong
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
136 South Main Street, Suite 1000
Salt Lake City, UT 84101
(via hand delivery)

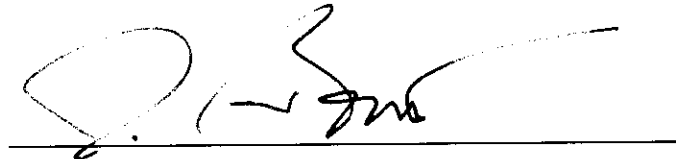
Mark C. Ellenberg
Cadwalader, Wickersham & Taft
1333 New Hampshire Avenue N.W.
Washington, D.C. 20036
(via overnight courier)

Dennis Wanlass
Executive Vice President
Secretary and General Counsel
10 South Geneva Road
Vineyard, UT 84058
(via hand delivery c/o Parr Waddoups)

Peter J. Kuhn
9 Exchange Place
Suite 100
Salt Lake City, UT 84111
(via hand delivery)

Weston L. Harris
Ray Quinney & Nebeker
79 South Main Street, Suite 500
Salt Lake City, UT 84111
(via hand delivery)

Stephen E. Garcia
Hopkins & Sutter
3 First National Plaza
Chicago, IL 60602
(via overnight courier)

A handwritten signature in black ink, appearing to read "S. E. Garcia", is written above a solid horizontal line.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

* * * * *

In re:

GENEVA STEEL COMPANY,

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* * * * *

**SUMMARY REQUIRED BY UNITED
STATES TRUSTEE FEE GUIDELINES**

NAME OF APPLICANT: Members of Creditors Committee
ROLE IN CASE: Official Creditors Committee
DATE OF APPLICATION: July 15, 1999
FEE APPLICATION: First Interim
FEE PERIOD: Feb. 1, '99 - May 30, '99

CURRENT APPLICATION:

Fees Requested: \$ 0.00
Expenses Requested: \$ 13,666.32
Total \$ 13,666.32

PREVIOUS REQUESTS FOR FEES:

By Statements \$ 0.00
By Applications \$ 0.00

PREVIOUS REQUESTS FOR EXPENSES:

By Statements \$ 0.00
By Applications \$ 0.00

PREVIOUS AMOUNTS AWARDED:

Fees \$ 0.00
Expenses \$ 0.00

PREVIOUS AMOUNTS PAID:

Fees \$ 0.00
Expenses \$ 0.00

AMOUNTS HELD BACK PER ADMINISTRATIVE ORDER:

Fees \$ 0.00
Expenses \$ 0.00

RETAINER PAID: \$ 0.00

AMOUNTS RESERVED FOR FUTURE APPLICATIONS:

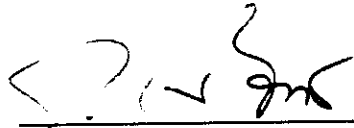
Fees \$ 0.00
Expenses \$ 0.00

SUMMARY BY MEMBER

COMMITTEE MEMBER	AMOUNT REQUESTED	TOTAL REQUEST
Air Liquide America, Inc.	\$3,888.04	
Chemical Lime Company		
Heckett MultiServe Division of Harsco Corporation		
Oxbow Mineral & Carbons, Inc.	\$1,079.00	
Pacificorp, d/b/a/ Utah Power & Light	\$403.51	
Praxair, Inc.	\$2,951.03	
Union Pacific Railroad Company	\$749.50	
United Steelworkers of America	\$4,595.24	
TOTAL		\$13,666.32

DATED this 15th day of July, 1999.

PARSONS BEHLE & LATIMER



J. THOMAS BECKETT
Counsel to the Unsecured Creditors Committee

	Airfair	Taxi/ Rentals	Parking	Meals	Lodging	Other	Subtotals
Oxbow	March June	\$40.00 \$40.00	\$12.00 \$12.00				\$585.00 \$494.00 ==> \$1,079.00
Air Liquide	March June	\$180.73 \$219.19		\$35.18		\$82.94	\$1,975.85 \$1,912.19 ==> \$3,888.04
Pacificorp	March June			\$22.00	\$99.86		\$0.00 \$403.51 ==> \$403.51
Praxair	March June	\$88.14 \$116.11	\$67.00 \$8.00	\$44.50	\$175.30 \$197.73	\$2.01	\$1,773.64 \$1,177.39 ==> \$2,951.03
Union Pacific	March June		\$16.00			\$11.50	\$0.00 \$749.50 ==> \$749.50
USWA	Bond March June				\$170.86 \$264.06		\$651.00 \$1,920.54 \$2,023.70 ==> \$4,595.24
							TOTAL \$13,666.32