

**UNITED STATES BANKRUPTCY COURT
FOR DISTRICT OF UTAH
CENTRAL DIVISION**

_____	X	
	:	
In re:	:	Chapter 11
	:	
GENEVA STEEL COMPANY,	:	
	:	Case No. 99C-21130
	:	
Debtor.	:	
_____	X	

**FOURTH AND FINAL APPLICATION OF E&Y CAPITAL ADVISORS
LLC (FORMERLY KNOWN AS E&Y RESTRUCTURING LLC) AS FINANCIAL
AND RESTRUCTURING ADVISORS TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES
INCURRED FROM
OCTOBER 1, 2000 THROUGH JANUARY 2, 2001**

TO THE HONORABLE GLEN E. CLARKE
CHIEF UNITED STATES BANKRUPTCY JUDGE:

E&Y Capital Advisors LLC (“EYCA LLC” or the “Applicant”), formerly known as E&Y Restructuring LLC, Financial and Restructuring Advisors to the Official Committee of Unsecured Creditors (the “Committee”) of Geneva Steel Company, (the “Debtor”), as and for its fourth and final allowance of compensation for services rendered by EYCA LLC during the period from October 1, 2000 through January 2, 2001 (“the Fourth and Final Application Period” or the “Application Period”) and reimbursement of actual and necessary expenses incurred during such period, respectfully represents:

I. Relief Requested

1. By this Fourth and Final Application, EYCA LLC requests an allowance of \$2,058, representing \$2,058 as compensation for services EYCA LLC rendered during the Fourth and Final Application Period. The fees requested by EYCA LLC reflect a credit or reduction of \$302 related to the Third Fee Application. EYCA LLC did not incur any out-of-pocket expenses during the Fourth and Final Fee Application Period and did not bill approximately \$175 of administration expenses which it normally would bill to its non-bankruptcy clients which were incurred during the Fourth and Final Application Period. EYCA LLC has previously submitted monthly billing statements to the Committee, the Debtor, and the United States Trustee in accordance with the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated June 1, 1999 (the "Administrative Order"), requesting payment of fees in the aggregate amount of \$1,888, representing 80% of EYCA LLC's total fees earned during the Fourth and Final Application Period (prior to the credit noted above). No expenses were billed during the Fourth and Final Application Period.

2. In addition to the request for the fees incurred during the Fourth and Final Fee Application Period, EYCA LLC is requesting this Court's final approval of the total fees incurred by EYCA LLC since its retention on October 1, 1999. As outlined on the following page, EYCA LLC incurred total fees of \$157,423 (this amount is after a voluntary reduction of \$2,700 and the credit of \$302).

3. Following is a table outlining the hours and fees as well as the holdback pursuant to the Administrative Order, amounts paid, and amounts owed during the First, Second, Third, and Fourth and Final Fee Application Periods:

	<u>Hours</u>	<u>Fees Billed in Monthly Statements</u>	<u>Expenses</u>	<u>Holdback¹</u>	<u>Amount Paid²</u>	<u>Amount Owed³</u>
First Interim Fee App.	348.7	\$107,269	\$ 0	\$0	\$107,269	\$ 0
Second Interim Fee App.	134.0	\$ 38,800	\$ 0	\$0	\$ 38,800	\$ 0
Third Interim Fee App. Less Voluntary Reduction Total	48.7	\$ 11,996 (2,700) \$ 9,296	\$ 0	\$0	\$ 9,598	\$ 0
Fourth and Final Fee App. Less Prior Credit Total	12.2	\$ 2,360 (302) \$ 2,058	\$ 0	\$ 472	\$ 1,888	\$170

¹ Pursuant to the Administrative Order, 20% holdback of fees.

² Reflects payments through the date of this application.

³ Represents the administrative holdback.

II. SUMMARY OF SERVICES PROVIDED BY APPLICANT

4. EYCA LLC's services during the Fourth and Final Application Period focused on the following projects: (i) follow up calls and discussions regarding the confirmation and consummation of the Company's plan of reorganization and exit financing, and (ii) preparation of monthly bills and fee applications. (Exhibit B contains a summary by project category and Exhibit C contains a summary by professional for services provided during the Application Period; detailed time descriptions were previously filed with the monthly fee statements).

5. The Applicant submits this Application pursuant to sections 328, 330, 331 and 503(b) of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Guidelines adopted by the Executive Office for the United States Trustees, the Administrative Order, Order No. 32.

6. The Applicant expended a total of 12.2 hours during the period covered by this Fourth and Final Application Period in rendering necessary and beneficial financial and restructuring advisory services to the Committee, and has prepared Exhibit D based on contemporaneous daily time records maintained by the Applicant's professionals and client service associates who rendered services in this case.

7. All services performed and expenses incurred for which compensation or reimbursement is requested were actually performed or incurred, and they were performed or incurred for and on behalf of the Committee and not for the benefit of any other person or entity. In the opinion of the undersigned, all such services actually benefited the estate and its unsecured creditors.

8. EYCA LLC has at all times sought to minimize fees to the estate so as to protect the interests of all creditors. Applicant has used, where possible, analysis and information prepared by the Debtor in the preparation of reports to the Committee, and has only addressed material issues which have arisen in the case at the request of the Committee and/or the Committee's Counsel. Applicant has avoided duplication of services provided and sought, where possible, to use lower rate professionals to perform the services required for the Committee. All of the Applicant's services have been performed at the direction of the Committee and/or the Committee's Counsel. In the opinion of the undersigned, EYCA LLC's fees earned and expenses incurred in the Fourth and Final Application Period are fair and reasonable in light of the services rendered.

9. The undersigned, by his signature below, hereby certifies that this Fourth and Final Fee Application has been delivered to Thomas K. Conley, Chairman of the Committee with the expectation that it will be approved. If there are any difficulties in this area the court will be so informed.

10. The Applicant has not applied for reimbursement of actual and necessary out-of-pocket disbursements in accordance with section 330(a) (2) of the Bankruptcy Code, the Bankruptcy Rules and the Guidelines since none were incurred. The Applicant would typically bill its non-bankruptcy clients for other costs and expenses (including postage, supplies, and other essential expenses and services), reimbursement of which will not be sought in this case (which amount as previously noted totaled approximately \$175).

11. The following exhibits are annexed to this Application:

- Exhibit A: Verification of David S. Miller
- Exhibit B: Summary by Project Code Category of the Services Rendered by Professionals and Client Service Associates and descriptions of the Project Code Categories for the period October 1, 2000 through January 2, 2001
- Exhibit C: Summary of Professionals and Client Service Associates Time and Fees for the period October 1, 2000 through January 2, 2001
- Exhibit D: Detailed Description by Project Code Category of the Services Rendered by Professionals and Client Service Associates for the period October 1, 2000 through January 2, 2001

III. RETENTION OF APPLICANT

12. Geneva Steel Company commenced its case on February 1, 1999 (the “Petition Date”) by filing petitions for relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”). Since the Petition Date, the Debtor has been authorized to continue to operate its business and to manage its properties as debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 cases. No reorganization plan or disclosure statement has been filed in this case. On October 1, 1999, the Restructuring and Reorganization group of E&Y was separated from E&Y to form E&Y Restructuring LLC (“EYR LLC”), a wholly owned subsidiary. The professionals and other individuals employed by EYR LLC in their former capacity as partners and employees of E&Y, were the professionals that provided restructuring and reorganization services to the Committee prior to October 1, 1999. Subsequently, on October 1, 2000, EYR LLC was renamed E&Y Capital Advisors LLC (“EYCA LLC”). Since October 1, 1999, both E&Y and EYCA have provided financial advisory services to the Committee, and E&Y and EYCA LLC will continue to do so in connection with these Chapter 11 cases. Specifically, EYCA LLC will provide restructuring and reorganization services, and E&Y will provide accounting and financial advisory services required by the Committee. EYCA LLC and E&Y personnel have worked closely together, and will continue to do so, to avoid duplication of effort with respect to the services to be rendered to each of the entities.

13. By Order signed March 7, 2000 (the “Retention Order”), the Court authorized the Committee to retain the Applicant as their financial and restructuring advisors as of October 1, 1999 on an hourly rate basis, subject to a joint “cap” along with Ernst & Young LLP of \$62,500 per month and the ability to potentially recapture “excess” fees. The Retention Order conditioned

the Applicant's compensation on approval by this Court. The Committee sought to retain the Applicant in this case primarily on account of the Applicant's specific knowledge about the Chapter 11 reorganization process, its expertise and experience in working with companies and creditor committees in the steel industry, and Applicant's familiarity with the types of restructuring and reorganization issues the Committee and the Debtor would face during this Chapter 11 case.

IV. DESCRIPTION OF SERVICES PROVIDED

14. A description of the principal services, provided by the Applicant at the request of the Committee during this Fourth and Final Application Period, are set forth below.

15. Specific services provided during the Application Period included: (i) follow up calls and discussions regarding the confirmation and consummation of the Company's plan of reorganization and exit financing, and (ii) preparation of monthly bills and fee applications.

16. The Applicant incurred \$2,058 in fees, including \$1,150 of fees for professionals and client service associates, representing 10.0 hours spent during the Fourth and Final Application Period in preparing and reviewing monthly billing detail and preparation of fee applications.

17. The Applicant usually charges its normal hourly rates for non-bankruptcy clients for time spent in preparing the bills. The Applicant, in preparing billing statements or fee applications in a bankruptcy case, compiles all the available information and drafts detail summaries of the work it has performed by individual. These tasks are not performed for non-bankruptcy clients, where either a short one-paragraph description is provided, together with a broad summary of time and expenses incurred, or fees are agreed upon prior to the commencement of work. The blended hourly rate in preparing and reviewing monthly billing detail and invoices during the Application Period was \$115. Based on the foregoing, the Applicant respectfully submits that it should be entitled to the full amount charged for preparation of the billing statements and billing detail.

WHEREFORE, EYCA respectfully requests the Court to enter an Order:

- a) awarding it reasonable compensation for professional services rendered to the Committee in the amount of \$157,423 representing (1) fees in the amount of \$157,423, and (2) expenses in the amount of \$0 for the period October 1, 1999 through January 2, 2001, (the “First, Second, Third and Fourth and Final Fee Application Periods”);
- b) awarding it reasonable compensation for professional services rendered to the Committee in the amount of \$2,058 representing (1) fees in the amount of \$2,058, and (2) expenses in the amount of \$0 for the period October 1, 2000 through January 2, 2001 (the Fourth and Final Fee Application Period);
- c) authorizing payment of \$170 representing 100% of the holdback related to the Fourth and Final Fee Application Period; and
- d) granting such other and further relief as this Court may deem just and proper.

Sworn to before me on this 27th
day of February 2001

Wanda Getsinger
Notary Public

David S. Miller

David S. Miller
Managing Director
E&Y Capital Advisors LLC
600 Peachtree Street, Ste 2800
Atlanta, GA 30308
(404) 817-5917

Notary Public, Gwinnett County, Georgia
My Commission Expires November 30, 2004

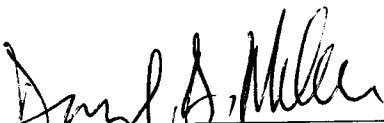
VERIFICATION

STATE OF GEORGIA

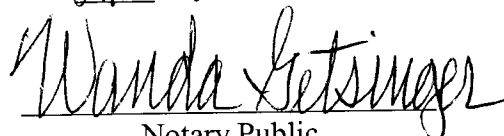
COUNTY OF FULTON

David Miller, after being duly sworn according to law, deposes and says:

1. I am a managing director of the applicant firm, E&Y Capital Advisors LLC.
2. I have personally performed and/or overseen all of the professional services rendered by E&Y Capital Advisors LLC as financial and restructuring advisors to the Official Committee of Unsecured Creditors of Geneva Steel Company, and am familiar with the other work performed on behalf of the Committee by the other professionals and client service associates in the firm.
3. The facts set forth in the foregoing Final Application are true and correct to the best of my knowledge, information and belief.

By: 
David S. Miller
Managing Director

Subscribed and sworn to before me
this 27th day of February 2001.


Notary Public

Notary Public, Gwinnett County, Georgia
My Commission Expires November 30, 2004

GENEVA STEEL
SUMMARY OF HOURLY FEES BY PCD
FOR THE PERIOD OF OCTOBER 1, 2000 THROUGH JANUARY 2, 2001

<u>Project Codes</u>	<u>Descriptions</u>	<u>Hours</u>	<u>Fees</u>
26	Preparation and Attendance and Participation in Institutional Committee Meetings and Confernce Calls	2.2	\$1,210
44	Preparation of Fee/Expense Applications	5.0	575
46	Preparation of Monthly Invoice and Support Schedules	<u>5.0</u>	<u>575</u>
	Grand Total	<u>12.2</u>	<u>\$2,360</u>
Less: Credit from Third Fee Application			<u>(302)</u>
Grand Total			<u><u>\$2,058</u></u>

GENEVA STEEL
SUMMARY OF HOURLY FEES BY PROFESSIONAL
FOR THE PERIOD OF OCTOBER 1, 2000 THROUGH JANUARY 2, 2001

<u>PROFESSIONAL</u>	<u>POSITION</u>	<u>SPECIALTY</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
<i>E&Y Capital Advisors LLC</i>					
Miller, D.	Managing Director	R	\$ 550	2.2	\$1,210
Ehlen, L.	Client Serving Associate	R	115	<u>10.0</u>	<u>1,150</u>
Total				12.2	\$2,360
Less: Credit from Third Fee Application					<u>(302)</u>
Grand Total					\$2,058

GENEVA STEEL
SUMMARY OF HOURLY FEES BY PCD
FOR THE PERIOD OF OCTOBER 1, 2000 THROUGH JANUARY 2, 2001

<u>PROFESSIONAL</u>	<u>DATE</u>	<u>HOURS</u>	<u>PCD</u>	<u>DESCRIPTION</u>
Miller, D.	10/23/2000	0.4	26	Telephone conference with T. Welsh re: update on Plan Confirmation
Miller, D.	10/26/2000	1.0	26	Participate on Committee call re: Plan Confirmation
Miller, D.	11/21/2000	0.5	26	Preparation of workpaper files
Miller, D.	11/30/2000	<u>0.3</u>	26	Participate in Committee call
		2.2	26 Total	

GENEVA STEEL
SUMMARY OF HOURLY FEES BY PCD
FOR THE PERIOD OF OCTOBER 1, 2000 THROUGH JANUARY 2, 2001

<u>PROFESSIONAL</u>	<u>DATE</u>	<u>HOURS</u>	<u>PCD</u>	<u>DESCRIPTION</u>
Ehlen, L.	10/24/2000	0.5	44	Preparation of Fee Applications
Ehlen, L.	10/25/2000	<u>4.5</u>	44	Preparation of Fee Applications
		5.0	44 Total	

GENEVA STEEL
SUMMARY OF HOURLY FEES BY PCD
FOR THE PERIOD OF OCTOBER 1, 2000 THROUGH JANUARY 2, 2001

<u>PROFESSIONAL</u>	<u>DATE</u>	<u>HOURS</u>	<u>PCD</u>	<u>DESCRIPTION</u>
Ehlen, L.	11/2/2000	1.0	46	Preparation of Fee Application
Ehlen, L.	11/8/2000	1.5	46	Preparation of Fee Application
Ehlen, L.	11/13/2000	<u>2.5</u>	46	Finalization of Fee Application
		5.0	46 Total	
		<u><u>12.2</u></u>	Grand Total	