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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

\* \* \* \* \*

**FINAL FEE APPLICATION OF PARSONS  
BEHLE & LATIMER AS COUNSEL TO THE  
UNSECURED CREDITORS COMMITTEE**

Parsons Behle & Latimer ("Parsons Behle" or the "Firm"), counsel to the Official Committee (the "Committee") of Unsecured Creditors of Geneva Steel Company (the "Debtor" or "Geneva"), pursuant to 11 U.S.C. §§ 330(a), 331, 503(b)(2) 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* (the "Administrative Order"), hereby files its Final Fee Application (this

Handwritten number: 1190

“Application”) for (i) compensation for fees earned in the amount of \$488,195.95 and (ii) reimbursement for expenses incurred in the amount of \$61,709.90, all for the period of time between February 5, 1999 and February 28, 2001 (the “Compensation Period”), 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”).

2. The Debtor operated its businesses and managed its properties as a debtor and debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On November 22, 2000, the Court entered its Order Confirming Third Amended Plan of Reorganization, as Modified. On December 8, 2000, the Court entered its Order Confirming Third Amended Plan of Reorganization, as Modified Dated December 6, 2000. The “Effective Date” of the Plan of Reorganization was January 3, 2001.

**II. THE COMMITTEE AND ITS ENGAGEMENT OF PARSONS BEHLE.**

4. 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.

5. Parsons Behle commenced to perform services and incur expenses on behalf of the Committee no later than February 5, 1999.

6. Parsons Behle was duly selected by the Committee as its acting counsel on February 11, 1999. Parsons Behle was duly selected by the Committee as its counsel on February 25, 1999.

7. On March 9, 1999, the Committee filed its Application to Employ Parsons Behle as Counsel to the Committee (the "Employment Application"). This Court approved the Employment Application on April 1, 1999, and its order granting the Employment Application (the "Order") was entered on April 22, 1999. The terms and conditions of Parsons Behle's engagement as counsel to the Committee are set forth in the Employment Application and the Order.

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

### **III. PARSONS BEHLE'S PREVIOUS MONTHLY STATEMENTS.**

9. Parsons Behle has, previous to the date of this Application, sought payment of fees and reimbursement of expenses from Geneva by submitting 21 monthly fee statements to Geneva pursuant to the Administrative Order. The first four of these are detailed in the Firm's Second Interim Fee Application dated November 15, 1999. The second four of these are detailed in the Firm's Third Interim Fee Application dated March 15, 2000. The third four of these are detailed in the Firm's Fourth Interim Fee Application dated July 14, 2000. The fourth four of these are detailed in the Firm's Fifth Interim Fee Application. The most recent five are detailed below:

**A. Seventeenth Parsons Behle Monthly Statement.**

10. Pursuant to the Administrative Order, on November 16, 2000, Parsons Behle submitted its seventeenth monthly fee statement in this case to Geneva for the period of time between October 1, 2000 and October 31, 2000. The statement was for \$16,328.25 in fees and \$82.99 in expenses.

11. There were no objections to Parsons Behle's seventeenth monthly fee statement.

**B. Eighteenth Parsons Behle Monthly Statement.**

12. Pursuant to the Administrative Order, on December 7, 2000, Parsons Behle submitted its eighteenth monthly fee statement to Geneva for the period of time between November 1, 2000 and November 30, 2000. The statement was for \$16,114.00 in fees and \$1,348.51 in expenses.

13. There were no objections to Parsons Behle's eighteenth monthly fee statement.

**C. Nineteenth Parsons Behle Monthly Statement.**

14. Pursuant to the Administrative Order, on December 29, 2000, Parsons Behle submitted its nineteenth monthly fee statement to Geneva for the period of time between December 1, 2000 and December 28, 2000. The statement was for \$9,966.50 in fees and \$3,311.64 in expenses.

15. There were no objections to Parsons Behle's nineteenth monthly fee statement.

**D. Twentieth Parsons Behle Monthly Statement.**

16. Pursuant to the Administrative Order, on February 22, 2001, Parsons Behle submitted its twentieth monthly fee statement to Geneva for the period of time between January 1, 2001 and January 31, 2001. The statement was for \$0.00 in fees and \$3,722.13 in expenses.

17. There were no objections to Parsons Behle's twentieth monthly fee statement.

**D. Twenty-First Parsons Behle Monthly Statement.**

18. Pursuant to the Administrative Order, on March 2, 2001, Parsons Behle submitted its twenty-first monthly fee statement to Geneva for the period of time between February 1, 2001 and February 28, 2001. The statement was for \$2,079.00 in fees and \$153.74 in expenses.

**IV. PARSONS BEHLE'S PRIOR APPLICATIONS FOR COMPENSATION AND REIMBURSEMENT, AND THIS COURT'S AWARDS THEREON.**

19. On July 15, 1999, Parsons Behle served and filed its First Interim Fee Application for compensation for fees earned in the amount of \$193,450.25 and for reimbursement of expenses incurred in the amount of \$13,922.34, all with respect to the period of time between February 1, 1999 and May 31, 1999.

20. By its order dated September 14, 1999, this Court approved Parsons Behle's First Interim Fee Application to the extent of \$187,859.75 for compensation for fees earned and \$13,922.34 for reimbursement of expenses incurred.

21. On November 15, 1999, Parsons Behle served and filed its Second Interim Fee Application for compensation for fees earned in the amount of \$125,324.45 and for

reimbursement of expenses in the amount of \$18,370.37, all with respect to the period of time between June 1, 1999 and September 30, 1999.

22. By its order dated January 31, 2000, this Court approved Parsons Behle's Second Fee Application to the extent of \$124,220.76 for compensation for fees earned and \$18,306.35 for reimbursement of expenses incurred.

23. On March 15, 2000, Parsons Behle served and filed its Third Interim Fee Application for compensation for fees earned in the amount of \$61,877.50 and for reimbursement of expenses in the amount of \$10,888.75, all with respect to the period of time between October 1, 1999 and January 31, 2000.

24. By its order dated May 30, 2000, this Court approved Parsons Behle's Third Fee Application to the extent of \$61,877.50 for compensation for fees earned and \$10,491.96 for reimbursement of expenses incurred.

25. On July 14, 2000, Parsons Behle served and filed its Fourth Interim Fee Application for compensation for fees earned in the amount of \$29,243.25 and for reimbursement of expenses in the amount of \$7,485.25, all with respect to the period of time between February 1, 2000 and May 31, 2000.

26. By its order dated October 13, 2000, this Court approved Parsons Behle's Fourth Interim Fee Application to the extent of \$29,243.25 for compensation for fees earned and \$7,485.25 for reimbursement of expenses incurred.

27. On November 15, 2000, Parsons Behle served and filed its Fifth Interim Fee Application for compensation for fees earned in the amount of \$33,913.00 and for

reimbursement of expenses in the amount of \$2,424.18, all with respect to the period of time between June 1, 2000 and September 30, 2000.

28. By its order entered February 7, 2001, this Court approved Parsons Behle's Fifth Interim Fee Application to the extent of \$33,913.00 for compensation for fees earned and \$2,424.18 for reimbursement of expenses incurred.

**V. PAYMENTS TO PARSONS BEHLE IN RESPECT OF PREVIOUS MONTHLY STATEMENTS AND FEE APPLICATIONS.**

29. All payments to Parsons Behle by Geneva made prior to November 3, 1999 are detailed in Parsons Behle's Second Interim Fee Application. All payments to Parsons Behle by Geneva made between November 3, 1999 and February 2, 2000 are detailed in Parsons Behle's Third Interim Fee Application. All payments to Parsons Behle by Geneva made between February 3, 2000 and June 20, 2000 are detailed in Parsons Behle's Fourth Interim Fee Application. All payments to Parsons Behle by Geneva made between June 21, 2000 and September 25, 2000 are detailed in Parsons Behle's Fifth Interim Fee Application. All payments to Parsons Behle by Geneva made subsequent to September 25, 2000 are detailed below.

30. On or about September 25, 2000, Parsons Behle received a payment from Geneva in the amount of \$3,824.55.

31. On or about December 29, 2000, Parsons Behle received a payment from Geneva in the amount of \$58,943.98.

32. Exhibit "A" shows, among other things, the application of these payments to Parsons Behle's previous fee applications and monthly statements.

**VI. PARSONS BEHLE'S PRESENT APPLICATION: FEES.**

32. In performing services for the Committee, Parsons Behle has attempted to minimize fees and expenses by utilizing, where possible, the most economical yet most effective methods, including (i) supervision and coordination of all services by one attorney, J. Thomas Beckett; (ii) assignment of certain projects to specific persons having sufficient expertise yet the lowest available billing rates; (iii) correspondence with and briefings of Committee representatives and their counsel primarily by e-mail, rather than by courier, postal service or telecopy; and (iv) not billing for unproductive travel time.

33. Parsons Behle has provided detail describing the tasks performed, and the time required to perform those tasks at Exhibit "B."

34. The following professional employees of Parsons Behle have performed services on behalf of the Committee during the Compensation Period:



**SUMMARY BY TIMEKEEPER**

<b>NAME (INITIALS)</b>	<b>TITLE</b>	<b>BLENDED HOURLY RATE</b>	<b>TOTAL HOURS</b>	<b>TOTAL FEES</b>
J. Thomas Beckett (JTB)	Shareholder	\$190.71	1,982.62	\$378,102.45
Carol Walton (CW)	Legal Assistant	\$65.00	243.55	\$15,830.75
R. David Grant (RDG)	Shareholder	\$147.95	154.00	\$22,785.00
Gary E. Doctorman (GED)	Shareholder	\$191.07	108.20	\$20,674.00
Neil Orloff (N-O)	Shareholder	\$225.00	59.60	\$13,410.00
Jeff Herron (JH)	Legal Assistant	\$81.29	58.20	\$4,731.25
Alexander R. Dahl (ARD)	Associate	\$140.00	47.75	\$6,685.00
Lee E. Kapaloski (LEK)	Shareholder	\$218.73	31.50	\$6,890.00
Michael P. Petrogeorge (MP)	Clerk	\$65.00	27.90	\$1,813.50
Suzanne L. Larsen (SLL)	Associate	\$110.00	22.15	\$2,436.50
Lucy B. Jenkins (LBJ)	Shareholder	\$175.00	16.95	\$2,966.25
Barbara K. Polich (BKP)	Shareholder	\$210.00	16.90	\$3,549.00
Hal J. Pos (HJP)	Shareholder	\$185.00	12.95	\$2,395.75
Shelly Teuscher (ST)	Director Gov't Rel.	\$110.00	9.50	\$1,045.00
Shannon Conlin (SC)	Clerk	\$65.00	9.00	\$585.00
Tsering Dhondup (TS)	Project Assistant	\$40.00	8.50	\$340.00
Sean D. Reyes (SDR)	Associate	\$125.00	8.05	\$1,006.25
Dianna M. Gibson (DMG)	Associate	\$125.19	6.45	\$807.50
Jeanne Burgi (JB1)	Legal Assistant	\$85.00	5.75	\$488.75
Michael L. Larsen (MLL)	Shareholder	\$185.00	2.70	\$499.50
Keith E. Taylor (KET)	Shareholder	\$250.00	1.80	\$450.00
Robert C. Delahunty (RCH)	Shareholder	\$196.67	1.20	\$236.00
Mary Triplett (MT)	Legal Assistant	\$90.00	1.00	\$90.00
Craig D. Galli (CDG)	Shareholder	\$180.00	.90	\$162.00
Ellen Kitzmiller (E-K)	Associate	\$120.00	.70	\$84.00
Lindsay Hess (LH)	Legal Assistant	\$50.00	.55	\$27.50
David W. Tunderman (DWT)	Shareholder	\$210.00	.50	\$105.00
<b>TOTAL HOURS &amp; FEES</b>			<b>2,838.87</b>	<b>\$488,195.95</b>
<b>BLENDED HOURLY RATE</b>				<b>\$171.97</b>

35. Parsons Behle has categorized its tasks by the following project categories, which are explained in more detail below:

CODE	CATEGORY	TOTAL HOURS	TOTAL FEES	BLENDED HOURLY RATE	% (FEES)
UC01	Case Administration / Legal Support	136.90	\$10,493.50	\$76.65	2.1%
UC02	Environmental Issues	152.05	\$30,518.25	\$200.71	6.3%
UC03	Fee Applications and Time Recordation	232.90	\$30,397.50	\$130.52	6.2%
UC04	Steel Industry / Market Economics	111.37	\$20,763.45	\$186.44	4.3%
UC05	Hearings and Contested Matters	363.85	\$61,934.75	\$170.22	12.7%
UC06	Plan of Reorganization Issues	421.45	\$79,823.25	\$189.40	16.4%
UC07	Retention of Professionals	110.60	\$19,765.50	\$178.71	4.0%
UC11	Committee Meetings and Committee Business	1,081.00	\$196,839.50	\$182.09	40.3%
UC12	DIP Financing and First Day Orders	167.20	\$28,202.50	\$168.68	5.8%
UC13	Potential Claims against Citibank	61.55	\$9,457.75	\$153.66	1.9%

36. These categories, sorted by the fees charged for each category, appear as follows:

CODE	CATEGORY	TOTAL HOURS	TOTAL FEES	BLENDED HOURLY RATE	% (FEES)
UC11	Committee Meetings and Committee Business	1,081.00	\$196,839.50	\$182.09	40.3%
UC06	Plan of Reorganization Issues	421.45	\$79,823.25	\$189.40	16.4%
UC05	Hearings and Contested Matters	363.85	\$61,934.75	\$170.22	12.7%
UC02	Environmental Issues	152.05	\$30,518.25	\$200.71	6.3%
UC03	Fee Applications and Time Recordation	232.90	\$30,397.50	\$130.52	6.2%
UC12	DIP Financing and First Day Orders	167.20	\$28,202.50	\$168.68	5.8%
UC04	Steel Industry / Market Economics	111.37	\$20,763.45	\$186.44	4.3%
UC07	Retention of Professionals	110.60	\$19,765.50	\$178.71	4.0%
UC01	Case Administration / Legal Support	136.90	\$10,493.50	\$76.65	2.1%
UC13	Potential Claims against Citibank	61.55	\$9,457.75	\$153.66	1.9%

37. Parsons Behle performed professional services on behalf of the Committee in the following matters as broken down by project categories:

**A. Case Administration / Legal Support (“UC01”)**

38. “Case Administration / Legal Support” is the project category which generally captures the legal services provided by non-lawyer professionals in support of Parsons Behle’s representation of the Committee. This category is primarily related to the activities and oversight of Jeff Herron, the paralegal primarily responsible for the intake and initial review of the numerous documents and papers generated in this case.

39. Case Administration / Legal Support accounted for approximately 2% of the fees earned during the Compensation Period.

40. The following individuals performed services during the Compensation Period with respect to the Case Administration / Legal Support project category:

02/05/99-02/28/01  
 TASK CODE - UC01

NAME (INITIALS)	TITLE	BLENDED HOURLY RATE	TOTAL HOURS	TOTAL FEES
Carol Walton (CW)	Legal Assistant	\$65.00	111.00	\$7,215.00
J. Thomas Beckett (JTB)	Shareholder	\$205.00	10.40	\$2,132.00
Tsering Dohndup (TS)	Project Assistant	\$40.00	8.50	\$340.00
Jeff Herron (JH)	Legal Assistant	\$82.25	5.10	\$419.50
R. David Grant (RDG)	Shareholder	\$180.00	.40	\$72.00
<b>TOTAL HOURS &amp; FEES</b>			136.90	\$10,493.50
<b>PERCENT OF TOTAL APPLICATION (BY FEES)</b>				<b>2.1%</b>
<b>BLENDED HOURLY RATE</b>				<b>\$76.65</b>

**B. Environmental Issues ("UC02")**

41. "Environmental Issues" is the project category which generally describes Parsons Behle's efforts to understand and advise the Committee with respect to the legally and factually complex issues pertaining to (i) the Debtor's potential environmental liabilities, (ii) the events (including plant closure) which might trigger certain aspects of that liability, (iii) the extent of that liability in a liquidation scenario, and (iii) the operating and/or capital expenditure costs and environmental budgeting issues to Geneva going forward.

42. Environmental Issues accounted for approximately 6% of the fees earned during the Compensation Period.

43. The following individuals performed services during the Compensation Period with respect to the Environmental Issues project category:

02/05/99-02/28/01  
 TASK CODE - UC02

NAME (INITIALS)	TITLE	BLENDED HOURLY RATE	TOTAL HOURS	TOTAL FEES
Neil Orloff (N-O)	Shareholder	\$225.00	52.80	\$11,880.00
Lee E. Kapaloski (LEK)	Shareholder	\$218.73	31.50	\$6,890.00
J. Thomas Beckett (JTB)	Shareholder	\$188.40	29.40	\$5,539.00
Lucy B. Jenkins (LBJ)	Shareholder	\$175.00	13.45	\$2,353.75
R. David Grant (RDG)	Shareholder	\$145.23	12.80	\$1,859.00
Hal J. Pos (HJP)	Shareholder	\$185.00	9.45	\$1,748.25
Suzanne L. Larsen (SLL)	Associate	\$110.00	2.50	\$275.00
Craig D. Galli (CDG)	Shareholder	\$180.00	.90	\$162.00
David W. Tunderman (DWT)	Shareholder	\$210.00	.50	\$105.00
Jeanne Burgi (JB1)	Legal Assistant	\$85.00	.25	\$21.25
<b>TOTAL HOURS &amp; FEES</b>			152.05	\$30,518.25
<b>PERCENT OF TOTAL APPLICATION (BY FEES)</b>				<b>6.3%</b>
<b>BLENDED HOURLY RATE</b>				<b>\$200.71</b>

**C. Fee Applications and Time Recordation ("UC03")**

44. "Fee Applications and Time Recordation" is the project category which captures the discrete time that Parsons Behle's professionals spend in reviewing time entries and expense reimbursement requests, categorizing time entries, and preparing monthly statements and fee applications. Attorneys and paraprofessionals employed by Parsons Behle try to limit the time they spend on monthly statements and fee applications, while at the same time assuring that the Firm's bills are complete, accurate and informative.

45. The following individuals performed services during the Compensation Period with respect to the Fee Application and Time Recordation project category:

02/05/99-02/28/01  
 TASK CODE - UC03

NAME (INITIALS)	TITLE	BLENDED HOURLY RATE	TOTAL HOURS	TOTAL FEES
J. Thomas Beckett (JTB)	Shareholder	\$190.24	107.35	\$20,422.50
Carol Walton (CW)	Legal Assistant	\$65.00	58.25	\$3,786.25
Jeff Herron (JH)	Legal Assistant	\$81.34	51.20	\$4,164.75
Suzanne L. Larsen (SLL)	Associate	\$110.00	11.20	\$1,232.00
R. David Grant (RDG)	Shareholder	\$180.00	3.90	\$702.00
Mary Triplett (MT)	Legal Assistant	\$90.00	1.00	\$90.00
<b>TOTAL HOURS &amp; FEES</b>			232.90	\$30,397.50
<b>PERCENT OF TOTAL APPLICATION (BY FEES)</b>				6.2%
<b>BLENDED HOURLY RATE</b>				\$130.52

**D. Steel Industry / Market Economics ("UC04")**

46. "Steel Industry / Market Economics" is the project category intended to capture the Committee's counsel's due diligence with respect to developments in the steel industry and Geneva's place in its particular market. Because the members of the Committee are all intimately involved in the steel industry, many on a world-wide basis, the Committee's reorganization objectives and strategies tend to be informed substantially by industry trends relating to strategic alliances, world economics, industry consolidation and realignment, imports, operational innovations, and commodity prices. It has been imperative, therefore, for its counsel to continue to conduct substantial due diligence, of Web-based industry sites, press releases and public filing repositories, to be able to adequately represent the Committee a manner which is in the best interests of unsecured creditors. Parsons Behle's efforts in this regard are continuing.

47. The following individuals performed services during the Compensation Period with respect to the Steel Industry / Market Economics project category:

02/05/99-02/28/01  
 TASK CODE - UC04

NAME (INITIALS)	TITLE	BLENDED HOURLY RATE	TOTAL HOURS	TOTAL FEES
J. Thomas Beckett (JTB)	Shareholder	\$188.99	98.07	\$18,533.95
Neil Orloff (N-O)	Shareholder	\$225.00	3.50	\$787.50
Hal J. Pos (HJP)	Shareholder	\$185.00	3.50	\$647.50
Lucy B. Jenkins (LBJ)	Shareholder	\$175.00	3.50	\$612.50
Carol Walton (CW)	Legal Assistant	\$65.00	2.80	\$182.00
<b>TOTAL HOURS &amp; FEES</b>			111.37	\$20,763.45
<b>PERCENT OF TOTAL APPLICATION (BY FEES)</b>				4.3%
<b>BLENDED HOURLY RATE</b>				<b>\$186.44</b>

**E. Hearings / Contested Matters ("UC05")**

48. "Hearings / Contested Matters" is the project category which was instituted to hold the time of Parsons Behle professionals preparing for, attending, and otherwise dealing with matters before the court for which no other project category has been created. Since the filing of Geneva's bankruptcy, scores of matters have been argued before four federal courts. Parsons Behle's attorneys have appeared and participated in virtually all of those matters on behalf of the Committee. The Committee desires Parsons Behle to continue that participation.

49. The following individuals performed services during the Compensation Period with respect to the Hearings and Contested Matters project category:

02/05/99-02/28/01  
 TASK CODE - UC05

NAME (INITIALS)	TITLE	BLENDED HOURLY RATE	TOTAL HOURS	TOTAL FEES
J. Thomas Beckett (JTB)	Shareholder	191.29	257.80	\$49,314.00
R. David Grant (RDG)	Shareholder	\$150.72	43.80	\$6,601.50
Carol Walton (CW)	Legal Assistant	\$65.00	35.50	\$2,307.50
Sean D. Reyes (SDR)	Associate	\$125.00	8.05	\$1,006.25
Suzanne L. Larsen (SLL)	Associate	\$110.00	5.45	\$599.50
Gary E. Doctorman (GED)	Shareholder	\$197.62	5.25	\$1,037.50
Dianna M. Gibson (DMG)	Associate	\$120.31	3.20	\$385.00
Barbara K. Polich (BKP)	Shareholder	\$210.00	2.40	\$504.00
Jeff Herron (JH)	Legal Assistant	\$77.37	1.90	\$147.00
Michael P. Petrogeorge (MP)	Clerk	\$65.00	.50	\$32.50
<b>TOTAL HOURS &amp; FEES</b>			363.85	\$61,934.75
<b>PERCENT OF TOTAL APPLICATION (BY FEES)</b>				12.7%
<b>BLENDED HOURLY RATE</b>				\$170.22

**F. Plan of Reorganization ("UC06")**

50. "Plan of Reorganization" is the project category for time spent on preparing for and participating in the reorganization plan process. Most of that time recently has been spent reviewing and advising the Committee with respect to the Federal Steel Loan Application process and Reorganization Plan negotiation process. Some of the work in this area is placed in the "Committee Meetings & Business" project category. It is categorized as "Plan of Reorganization" when it represents an effort which is solely directed to the form of a reorganization plan which will be acceptable to the creditors. Parsons Behle's efforts in this regard are increasing.

51. The following individuals performed services during the Compensation Period with respect to the Plan of Reorganization project category:

02/05/99-02/28/01  
 TASK CODE - UC06

NAME (INITIALS)	TITLE	BLENDED HOURLY RATE	TOTAL HOURS	TOTAL FEES
J. Thomas Beckett (JTB)	Shareholder	\$195.53	396.70	\$77,565.25
Michael P. Petrogeorge (MP)	Clerk	\$65.00	9.20	\$598.00
Shannon Conlin (SC)	Clerk	\$65.00	9.00	\$585.00
R. David Grant (RDG)	Shareholder	\$145.68	4.40	\$641.00
Gary E. Doctorman (GED)	Shareholder	\$200.00	1.75	\$350.00
Robert C. Delahunty (RCD)	Shareholder	\$210.00	.40	\$84.00
<b>TOTAL HOURS &amp; FEES</b>			421.45	\$79,823.25
<b>PERCENT OF TOTAL APPLICATION (BY FEES)</b>				<b>16.4%</b>
<b>BLENDED HOURLY RATE</b>				<b>\$189.40</b>

**G. Retention of Professionals (“UC07”)**

52. “Retention of Professionals” is the project category which includes the time spent on the retention of professional advisors to the Debtor and the Committees. The Debtor has engaged at least four law firms, an accountant, a financial advisor, and at least three other professionals. The Bondholders Committee has engaged two law firms and an investment banker. The Committee has engaged one law firm and one accountant. Obtaining this Court’s approval of the Committee’s professionals required substantial attention by Parsons Behle, as did the Committee’s consideration of the engagements of the professionals employed by the Bondholders and the Debtor. The Firm’s work in this area should be complete.

53. The following individuals performed services during the Compensation Period with respect to the Retention of Professionals project category:



02/05/99-02/28/01  
 TASK CODE - UC07

NAME (INITIALS)	TITLE	BLENDED HOURLY RATE	TOTAL HOURS	TOTAL FEES
J. Thomas Beckett (JTB)	Shareholder	\$185.00	74.00	\$13,690.00
R. David Grant (RDG)	Associate	\$145.00	18.70	\$2,711.50
Barbara K. Polich (BKP)	Shareholder	\$210.00	9.10	\$1,911.00
Michael L. Larsen (MLL)	Shareholder	\$185.00	2.70	\$499.50
Carol Walton (CW)	Legal Assistant	\$65.00	2.20	\$143.00
Keith E. Taylor (KET)	Shareholder	\$250.00	1.80	\$450.00
Gary E. Doctorman (GED)	Shareholder	\$190.00	1.10	\$209.00
Ellen Kitzmiller (E-K)	Associate	\$120.00	.70	\$84.00
Neil Orloff (N-O)	Shareholder	\$225.00	.30	\$67.50
<b>TOTAL HOURS &amp; FEES</b>			<b>110.60</b>	<b>\$19,765.50</b>
<b>PERCENT OF TOTAL APPLICATION (BY FEES)</b>				<b>4.0%</b>
<b>BLENDED HOURLY RATE</b>				<b>\$178.71</b>

**H. Committee Meetings & Business (“UC11”)**

54. “Committee Meetings & Business” is the project category created to contain the time of Parsons Behle’s professionals in preparing and conducting meetings of the Committee and meetings with the Debtor, and in responding to requests and inquiries from the Committee, its members and its constituency. The Committee remains active; it now meets bi-weekly by conference call, usually with Geneva’s participation.

55. A great deal of the Committee’s time – and thus its counsel’s time – is dedicated to understanding and monitoring the Debtor’s financial condition (bookings, shipments, backlog, prices, product emphasis, loan availability, etc.) through weekly “flash reports” prepared by Ernst & Young and other detailed reports prepared, from time to time, by both the legal and the financial advisors to the Committee. Such monitoring, of course, is necessary from the creditors’

prospective, but also useful to the Committee's efforts to understand the Debtor's operational, marketing, sales, management, and environmental strengths and exposures. The Committee and its counsel have also devoted substantial time to investigating a variety of means for addressing the Debtor's periodic need for increased liquidity.

56. Clearly, the objective of the Committee – and the driving force of its efforts to date – is the confirmation of a reorganization plan which addresses Geneva's operational and strategic business issues in addition to its bare financial restructuring. The ultimate objective is to assist in the preparation and promotion of a plan which best assures Geneva's long-term viability.

57. Further, the professionals engaged by the Committee have devoted substantial time during the Compensation Period to analyzing and verifying the elements of Geneva's marketplace recovery. The members of the Committee are, for the most part, Geneva's largest creditors and business partners. If this analysis has increased creditor confidence in Geneva's turnaround, then the future savings to the reorganized company – in terms of trade terms and concessions – alone will have made the participation of these professionals cost-productive.

58. The following individuals performed services during the Compensation Period with respect to the Committee Meetings & Business project category:

02/05/099-02/28/01  
 TASK CODE - UC11

NAME (INITIALS)	TITLE	BLENDED HOURLY RATE	TOTAL HOURS	TOTAL FEES
J. Thomas Beckett (JTB)	Shareholder	\$189.62	921.35	\$174,707.25
Gary E. Doctorman (GED)	Shareholder	\$191.26	46.55	\$8,903.00
R. David Grant (RDG)	Shareholder	\$146.22	39.30	\$5,746.50
Carol Walton (CW)	Legal Assistant	\$65.00	24.40	\$1,586.00
Michael P. Petrogeorge (MP)	Clerk	\$65.00	18.20	\$1,183.00
Shelly Teuscher (ST)	Director Gov't Rel.	\$110.00	9.50	\$1,045.00
Alex R. Dahl (ARD)	Associate	\$140.00	8.95	\$1,253.00
Barbara K. Polich (BKP)	Shareholder	\$210.00	5.40	\$1,134.00
Dianna M. Gibson (DMG)	Associate	\$130.00	3.25	\$422.50
Neil Orloff (N-O)	Shareholder	\$225.00	3.00	\$675.00
Robert C. Delahunty (RCD)	Shareholder	\$190.00	.80	\$152.00
Jeanne Burgi (JB1)	Legal Assistant	\$85.00	.25	\$21.25
<b>TOTAL HOURS &amp; FEES</b>			1,080.95	\$196,828.50
<b>PERCENT OF TOTAL APPLICATION (BY FEES)</b>				40.3%
<b>BLENDED HOURLY RATE</b>				\$182.09

**I. DIP Financing & First Day Orders ("UC12")**

59. "DIP Financing & First Day Orders" is the project category created to hold the time of Parsons Behle's professionals spent preparing for and participating in the court hearings which were held before this matter was ultimately re-referred to this Court. Parsons Behle participated fully in nearly all of those hearings on behalf of the Committee. Its participation in this project is complete.

60. The following individuals performed services during the Compensation Period in respect of the DIP Financing & First Day Orders project category:

02/05/99-02/28/01  
 TASK CODE - UC12

NAME (INITIALS)	TITLE	BLENDED HOURLY RATE	TOTAL HOURS	TOTAL FEES
J. Thomas Beckett (JTB)	Shareholder	\$185.00	74.70	\$13,819.50
Gary E. Doctorman (GED)	Shareholder	\$190.00	43.75	\$8,312.50
Alexander R. Dahl (ARD)	Associate	\$140.00	38.80	\$5,432.00
Carol Walton (CW)	Legal Assistant	\$65.00	9.40	\$611.00
Lindsay Hess (LH)	Legal Assistant	\$50.00	.55	\$27.50
<b>TOTAL HOURS &amp; FEES</b>			<b>167.20</b>	<b>\$28,202.50</b>
<b>PERCENTAGE OF TOTAL APPLICATION (BY FEES)</b>				<b>5.8%</b>
<b>BLENDED HOURLY RATE</b>				<b>\$168.68</b>

**J. Potential Claims against Citibank (“UC13”)**

61. “Potential Claims” is the project category which comprises the time of Parsons Behle’s professionals in evaluating a potential claim against Citibank for being unsecured or under secured with respect to its \$125,000,000 pre-petition credit facility which was taken out, shortly after Geneva’s bankruptcy filing, by the Congress Financial DIP financing. In connection with the District Court’s approval of the DIP financing, the Committee was given 90 days in which to determine whether Citibank had received a preferential payment. That investigation required a detailed analysis of Citibank’s security interests in more than a dozen states. Parsons Behle’s involvement in this project is complete.

62. The following individuals performed services during the Compensation Period with respect to the Potential Claims project category:

02/05/99-02/28/01  
 TASK CODE - UC13

NAME (INITIALS)	TITLE	BLENDED HOURLY RATE	TOTAL HOURS	TOTAL FEES
R. David Grant (RDG)	Associate	\$145.00	30.70	\$4,451.50
J. Thomas Beckett (JTB)	Shareholder	\$185.00	12.80	\$2,368.00
Gary E. Doctorman (GED)	Shareholder	\$190.00	9.80	\$1,862.00
Jeanne Burgi (JB1)	Legal Assistant	\$85.00	5.25	\$446.25
Suzanne L. Larsen (SLL)	Associate	\$110.00	3.00	\$330.00
<b>TOTAL HOURS &amp; FEES</b>			<b>61.55</b>	<b>\$9,457.75</b>
<b>PERCENT OF TOTAL APPLICATION (BY FEES)</b>				<b>1.9%</b>
<b>BLENDED RATE</b>				<b>\$153.66</b>

**VII. PARSONS BEHLE'S PRESENT APPLICATION: EXPENSES.**

63. During the Compensation Period, Parsons Behle incurred actual and necessary expenses in the total amount of \$61,709.90 in connection with its professional services rendered to the Committee. A summary showing each expense is attached as Exhibit "C."

**VIII. OPINIONS, CERTIFICATIONS AND DISCLOSURES.**

64. 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.

65. In the opinion of the undersigned, all such services actually benefited the estate and its unsecured creditors.

66. In the opinion of the undersigned, Parsons Behle's fees earned and expenses incurred in the Compensation Period are fair and reasonable in light of the services rendered.

67. Parsons Behle has not shared or agreed to share compensation or reimbursement awarded in this case with any other person except as among the members and employees of the Firm.

68. Parsons Behle has not made any agreements with the Committee, the Debtor or others for compensation or reimbursement which have not been disclosed to the Court.

69. To the best knowledge of the undersigned: (i) the amount of cash on hand or on deposit with the estate; (ii) the amount and nature of accrued unpaid administrative expenses; (iii) the amount of unencumbered funds in the estate; and (iv) the operating profits or losses of the Debtor, are fairly and accurately reflected in the Debtor's periodic disclosures to this Court.

70. To the best knowledge of the undersigned, all quarterly fees have been paid by Geneva to the U. S. Trustee and all monthly operating reports have been filed.

71. Attorneys at Parsons Behle & Latimer have periodically inquired of all attorneys employed by Parsons Behle with respect to those matters initially disclosed to the Court pursuant to Rule of Bankruptcy Procedure 2014 and have determined, after reviewing the results of that inquiry, that no further disclosure is warranted at this time, except that Parsons Behle has recently undertaken to represent:

- Waste Management, Inc. ("WMI") in connection with its Environmental Management System (EMS). WMI is an unsecured creditor of Geneva. The Firm's engagement will involve reviewing the EMS and making recommendations on how to improve the system. The engagement is entirely unrelated to Geneva, the Geneva Steel Plant, the Debtor or its estate.

Other similar engagements, not identified in the Firm's original 2014 disclosure, were previously identified in the Firm's Second, Third, Fourth and Fifth Interim Fee Applications.

72. The undersigned, by his signature below, hereby certifies that before the hearing on this Application, this Final Fee Application will have been received, reviewed and approved by Thomas K. Conley, Chairman of the Committee.

WHEREFORE, Parsons Behle prays:

1. That compensation and reimbursement be awarded to Parsons Behle in the total amount of \$549,905.85, which includes \$488,195.95 for professional services rendered and \$61,709.90 for expenses incurred during the Compensation Period;
2. That such amounts be allowed as priority administrative expenses of the estate pursuant to 11 U.S.C. § 503(b)(2) and 507(a)(1);
3. That the Debtor be authorized and directed, pursuant to 11 U.S.C. §§ 330 and 331, to pay such amounts from the estate as set forth herein, subject to credit for amounts then already paid by the estate in respect of the Compensation Period; and
4. For such other and further relief as is just and reasonable in the circumstances.

DATED this 5<sup>th</sup> day of March, 2001.

PARSONS BEHLE & LATIMER



J. THOMAS BECKETT

R. DAVID GRANT

Counsel to the Unsecured Creditors Committee

**DECLARATION**

*I, R. David Grant, 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 5<sup>th</sup> day of March, 2001, I caused a true and correct copy of the foregoing **FINAL FEE APPLICATION OF PARSONS BEHLE & LATIMER AS COUNSEL TO 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  
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Washington, D.C. 20036  
(Via overnight courier)

Dennis Wanlass  
Executive Vice President  
Secretary and General Counsel  
Geneva Steel  
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)



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**ATTACHMENT(S) EXIST  
PLEASE SEE FILE TO EXAMINE**