

John J. Mangan  
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Special Counsel for the Debtor

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

In re:	Bankruptcy Case No. 99C-21130
GENEVA STEEL COMPANY, A Utah Corporation,	(Chapter 11)
Debtor.	

FINAL APPLICATION OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
FOR COMPENSATION AND REIMBURSEMENT  
PURSUANT TO 11 U.S.C. § 330 FOR THE  
PERIOD THROUGH APRIL 30, 2000

Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden Arps")  
special counsel to Geneva Steel Company (the "Debtor"), pursuant to 11 U.S.C. §  
330, Federal Rule of Bankruptcy Procedure 2016, and the Fee Guideline of the  
United States Trustee, submits this application (the "Application") for allowance  
and payment of: (1) final compensation in the total amount of \$10,747.00 for  
services rendered, and (2) final reimbursement in the total amount of \$2,379.00  
for expenses incurred, for the period from February 1, 1999 through April 30,  
2000 (the "Application Period").<sup>1</sup>

<sup>1</sup> Pursuant to an Order dated February 26, 1999, the Court authorized the  
(continued...)

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**I. INTRODUCTION**

A. Case Background

1. The Debtor owns and operates the only integrated steel mill operating in the western United States, located approximately 45 miles south of Salt Lake City in Vineyard, Utah County, Utah. The Debtor manufactures steel products for sale primarily in the western and central United States.

2. On February 1, 1999 (the "Petition Date"), the Debtor filed a petition for relief under chapter 11 of the Bankruptcy Code. Since the Petition Date, the Debtor has operated its business as a debtor in possession pursuant to the Bankruptcy Code. On January 3, 2001 the Debtor emerged from bankruptcy.

3. The Debtor has sufficient available funds to pay administrative expense claims in this case. All quarterly fees due to the United States Trustee have been paid, and the Debtor is current in the filing of its monthly reports.

4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

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(...continued)

Debtor "to employ Skadden Arps and {González Luna y Pérez de Acha} immediately on the plate-in-coil steel anti-dumping order matter to the extent of advancing \$25,000 for GLP as a retainer on that matter." This order is attached hereto as Exhibit 1. Skadden Arps has not yet received this fee.

B. Skadden Arps' Employment

1. On February 26, 1999, the Debtor filed an application (the "Employment Application") seeking approval of its employment of Skadden Arps along with the firm of Gonzalez Luna y Perez de Acha ("GLP") as special counsel. The Court entered orders on February 26, 1999 and March 25, 1999 (the "Employment Orders") approving the Debtor's employment of Skadden Arps as follows: "The Debtor is authorized to employ Skadden Arps and GLP on the remaining matters set forth in the Debtor's application on the terms set forth therein, provided, however, that Skadden Arps may not incur fees and expenses in excess of \$50,000 in the aggregate without further order of the Court."

2. Skadden Arps has not received any retainer in this case.

3. All services performed and expenses incurred for which compensation or reimbursement is sought were performed or incurred for and on behalf of the estate and not for any other person or entity.

4. Skadden Arps 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.

5. Skadden Arps has not made any agreements with the Debtor or others for compensation or reimbursement relating to this case which have not been disclosed to the Court.

**II. PRIOR APPLICATIONS FOR COMPENSATION AND REIMBURSEMENT**

A. Skadden Arps' First Interim Application for Compensation and Reimbursement

Skadden Arps' first interim application for compensation and reimbursement (the "First Application") was filed on July 15, 1999 and covered the period from February 1, 1999 through May 31, 1999. The First Application sought approval of \$5,969.00 in fees for services rendered to the estate and \$944.00 in expenses incurred in connection with those services. On September 14, 1999, the Court entered an order approving the amount of fees and expenses requested in the First Application.

B. Skadden Arps' Second Interim Application for Compensation and Reimbursement

Skadden Arps' second interim application for compensation and reimbursement (the "Second Application") was filed on November 12, 1999 and covered the period from June 1, 1999 through August 31, 1999. The Second Application sought approval of \$1,938.00 in fees for services rendered to the estate, and \$1,006.00 in expenses incurred in connection with those services. On January 31, 2000, the Court entered an order approving the amount of fees and expenses requested in the Second Application.

C. Skadden Arps' Third Interim Application for Compensation and Reimbursement

Skadden Arps' third interim application for compensation and reimbursement (the "Third Application") was filed on July 13, 2000, and covered the period from September 1, 1999 through April 30, 2000. The Third Application

sought approval of \$2,840.00 in fees for services rendered to the estate, and \$429.00 in expenses incurred in connection with those services. On October 17, 2000, the Court entered an order approving the amount of fees and expenses requested in the Third Application.

### **III. PRESENT APPLICATION**

#### **A. Billing Methodology**

1. In this Application, Skadden Arps is requesting final approval of compensation for services provided and reimbursement of expenses incurred during the Application Period and previously approved by the Court on an interim basis pursuant to Skadden Arps' three interim fee applications described above. A summary of fees and expenses requested for the entirety of the period is attached hereto as Exhibit 2. Summaries of the fees and expenses previously requested by Skadden Arps, and allowed by the Court, are attached hereto as Exhibit 3A (Summary from First Application for February 1, 1999 through May 31, 1999), Exhibit 3B (Summary from Second Application for June 1, 1999 through August 31, 1999), and Exhibit 3C (Summary from Third Application for September 1, 1999 through April 30, 2000).

2. Skadden Arps' services in this case were billed on a hourly-rate basis, consistent with customary charges by comparably skilled practitioners.

3. In rendering services and incurring expenses on behalf of the estate, Skadden Arps made reasonable efforts to use the most economical means and methods that are available and appropriate under the circumstances.

B. Services Performed on Behalf of the Estate

1. During the Application Period, Skadden Arps has rendered services to the estate for which it seeks compensation in the total amount of \$10,747.00. Such services were fully detailed in the interim fee applications which were approved by the Court.

2. Skadden Arps has categorized the time spent performing services for the estate into three project categories. A summary of the nature of each project category is provided in separate paragraphs below. More detail was provided within monthly invoices which were previously submitted to the Court as exhibits to the interim fee applications.

1. Mexican Amparo

This project category is for dealing with litigation in connection with a Mexican Amparo appeal filed to overturn an antidumping order imposed by the Mexican government on sales of hot-rolled steel in Mexico.

2. Mexican Sunset

This project category is for dealing with litigation relating to overturning a Mexican antidumping order that, by force of time, should have been terminated in April 1998.

3. Extension of Benefits

This project category is for dealing with services related to compelling the Mexican government to comply with a court order overturning an antidumping duty order on sales of steel plate in Mexico.

C. Reimbursement of Expenses

1. During the Application Period, Skadden Arps incurred actual and necessary expenses in the total amount of \$2,379.00 in connection with the professional services rendered to the estate. A summary showing the break-down of total expenses by project category and by type of expense is attached hereto as Exhibit 4. Details of the expenses incurred each month were included in the invoices submitted as exhibits to the previously submitted interim fee applications.

2. The expenses incurred by Skadden Arps for which reimbursement in this Application is sought are consistent with the U.S. Trustee Guidelines and the rules and orders applicable in this case.

D. Summary of Interim Payments Made

1. Pursuant to the Administrative Order, Skadden Arps has submitted three interim fee applications to the Court. The following table summarizes the fees and expenses paid by the estate pursuant to the Administrative Order as of the date of this Application.

<i>INVOICE</i>	FEEES SOUGHT	FEEES PAID TO DATE	EXPENSES SOUGHT	EXPENSES PAID TO DATE
First Interim Fee Application	\$5,969.00	\$5,969.00	\$944.00	\$944.00
Second Interim Fee Application	\$1,938.00	\$1,938.00	\$1,006.00	\$1,006.00
Third Interim Fee Application	\$2,840.00	\$2,840.00	\$429.00	\$429.00
TOTALS:	\$10,747.00	\$10,747.00	\$2379.00	\$2379.00

E. Certification

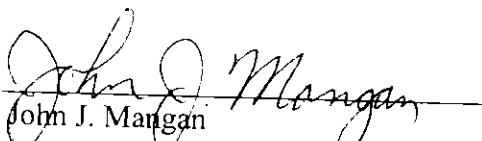
Skadden Arps hereby certifies that the Debtor has reviewed the invoices for the Application Period that are a part of this Application, and has no objection to allowance of the fees and expenses requested herein.

WHEREFORE, Skadden Arps prays:

1. That final compensation and reimbursement be awarded to Skadden Arps in the total amount of \$13,126.00, which includes \$10,747.00 for professional services rendered and \$2,379.00 for expenses incurred during the Application 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); and
3. That the Debtor be ordered and authorized, pursuant to 11 U.S.C. § 330, to pay such amounts from the estate as set forth herein, pursuant to and subject to the provisions of the Administrative Order.

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

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

  
John J. Mangan  
1440 New York Avenue, N.W.  
Washington, D.C. 20005  
(202) 371-7000



# EXHIBIT 1

*Proposed Order Prepared and Submitted by:*

Mark C. Ellenberg  
Rick B. Antonoff  
CADWALADER, WICKERSHAM & TAFT  
100 Maiden Lane  
New York, New York 10038  
Telephone: (212) 504-6000

Steven J. McCardell (Utah Bar No. 2144)  
Kenneth L. Cannon II (Utah Bar No. 3705)  
LeBOEUF, LAMB, GREENE & MacRAE, L.L.P.  
1000 Kearns Building  
136 South Main Street  
Salt Lake City, Utah 84101  
Telephone: (801) 320-6700

Proposed Attorneys for Geneva Steel Company

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

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In re:	)	
	)	
GENEVA STEEL COMPANY,	)	Bankruptcy No. 99C-21130
	)	
Debtor and Debtor-in-Possession.	)	Chapter 11
	)	
Tax ID #93-0942346	)	
	)	

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**ORDER APPROVING DEBTOR'S EMPLOYMENT OF SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM, LLP AND  
GONZÁLEZ LUNA y PÉREZ DE ACHA AS SPECIAL COUNSEL ON  
THE PLATE-IN-COIL STEEL ANTI-DUMPING ORDER**

The Court, having reviewed the Debtor's Application to employ Skadden, Arps, Slate,  
Meagher & Flom, LLP ("Skadden, Arps"), and González Luna y Pérez de Acha ("GLP") as  
special counsel with respect to certain Mexican trade cases, noting that the Debtor

immediately seeks to employ Skadden, Arps and GLP only on the appeal of the effect of the "sunset provision" on plate-in-coil steel anti-dumping order because of an impending deadline in that matter and that the remaining purposes for which the Debtor seeks to employ Skadden, Arps and GLP may be considered after further notice to creditors, and good cause appearing therefor, hereby

**ORDERS:**

1. The Debtor is authorized to employ Skadden, Arps and GLP immediately on the plate-in-coil steel anti-dumping order matter to the extent of advancing \$25,000 for GLP as a retainer on that matter.
2. The Debtor's application to employ Skadden Arps and GLP on the other matters is continued pending further notice and consideration.

DATED: 2-26-99

BY THE COURT:



Honorable Glen E. Clark  
Chief Judge  
United States Bankruptcy Court

**CERTIFICATE OF SERVICE**

I hereby certify that the foregoing Order was sent via first-class mail, postage prepaid,  
on this \_\_\_\_ day of \_\_\_\_\_, 1999 to the following:

Ralph R. Mabey  
Steven J. McCardell  
Kenneth L. Cannon II  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
136 South Main Street, Suite 1000  
Salt Lake City, UT 84101

Laurie Crandall, Asst. U.S. Trustee  
United States Trustee's Office  
Suite 100, Boston Building  
9 Exchange Place  
Salt Lake City, UT 84111

Weston L. Harris, Esq.  
Ray, Quinney & Nebeker  
79 South Main Street, #500  
Salt Lake City, UT 84111

J. Thomas Beckett, Esq.  
Parsons, Belile & Latimer  
201 South Main Street, #1800  
Salt Lake City, UT 84111

Stephen E. Garcia  
Hopkins & Surter  
3 First National Plaza  
Chicago, IL 60602

BY THE COURT

\_\_\_\_\_  
Deputy Clerk

## EXHIBIT 2

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

In re:  GENEVA STEEL COMPANY, A Utah Corporation,  Debtor.	Bankruptcy Case No. 99C-21130  (Chapter 11)
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**SUMMARY REQUIRED BY UNITED  
STATES TRUSTEE GUIDELINES**

Fees Previously Requested: \$ 10,747.00	NAME OF APPLICANT:
Fees Previously Awarded: \$ 10,747.00	Skadden, Arps, Slate, Meagher & Flom LLP
Expenses Previously Requested: \$ 2379.00	ROLE IN THE CASE:
Expenses Previously Awarded: \$ 2379.00	Special Counsel to the Debtor Geneva Steel Company
Retainer Paid \$ 0	CURRENT APPLICATION (FINAL):
	Fees Requested \$ 10,747.00
	Expenses Requested \$ 2379.00

NAME OF PROFESSIONAL/ PARAPROFESSIONAL	YEAR ADMITTED TO PRACTICE	HOURS BILLED CURRENT APPLICATION	RATE	TOTAL FOR APPLICATION
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PARTNERS

John J. Mangan	1968	4.31	[495]	[2,130.48]
		1.85	[510]	[943.50]

OF COUNSEL/SPECIAL  
COUNSEL

Steven Narkin	1978	1.95	[350]	[680.05]
		0.25	[365]	[91.25]

ASSOCIATES

Christine McLean	1991	15.3	[320]	[4,894.40]
		4.42	[335]	[1,480.70]

SPECIALISTS

David Albright	N/A	0.28	[240]	[67.20]
John Carawan	N/A	0.7	[275]	[192.50]
Edmond O'Neill	N/A	.042	[240]	[100.80]

NET TOTAL (less  
 paralegals): [10,580.80]

NAME OF PROFESSIONAL/ PARAPROFESSIONAL	YEAR ADMITTED TO PRACTICE	HOURS BILLED CURRENT APPLICATION	RATE	TOTAL FOR APPLICATION
<u>PARALEGALS</u>	N/A			
L. Buckley		0.17	[115]	[19.32]
Nancy Burdine		11.88	[95]	[1,100.01]
M. MacCarroll		0.21	[95]	[20.07]
Javier Garza		1.112	[85]	[95.37]
Frank Massabki		.82	[115]	[93.50]
Amanda Smith		1.24	[95]	[117.80]
NET TOTAL (Paralegals):				[1,446.07]
TOTAL:				[12,026.87]
TOTAL [WITH DISCOUNT]:				10,747.00



## EXHIBIT 3A

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

In re:  GENEVA STEEL COMPANY, A Utah Corporation,  Debtor.	Bankruptcy Case No. 99C-21130  (Chapter 11)
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**SUMMARY REQUIRED BY UNITED  
STATES TRUSTEE GUIDELINES**

Fees Previously Requested:	\$ 0	NAME OF APPLICANT:
Fees Previously Awarded:	\$ 0	Skadden, Arps, Slate, Meagher & Flom LLP
Expenses Previously Requested:	\$ 0	ROLE IN THE CASE:
Expenses Previously Awarded:	\$ 0	Special Counsel to the Debtor Geneva Steel Company
Retainer Paid	\$ 0	CURRENT APPLICATION (FINAL):
		Fees Requested \$ 5,969.00
		Expenses Requested \$ 944.00

NAME OF PROFESSIONAL/ PARAPROFESSIONAL	YEAR ADMITTED TO PRACTICE	HOURS BILLED FINAL APPLICATION	RATE	TOTAL FOR APPLICATION
<u>PARTNERS</u>				
John J. Mangan	1968	2.19	[495]	[1,081.08]
<u>OF COUNSEL/SPECIAL COUNSEL</u>				
Steven Narkin	1978	1.35	[350]	[470.05]
<u>ASSOCIATES</u>				
Christine McLean	1991	12.09	[320]	[3,867.20]
<u>SPECIALISTS</u>				
David Albright	N/A	0.28	[240]	[67.20]
John Carawan	N/A	0.7	[275]	[192.50]
Edmond O'Neill	N/A	.042	[240]	[100.80]
NET TOTAL (less paralegals):				[5,778.83]

NAME OF PROFESSIONAL/ PARAPROFESSIONAL	YEAR ADMITTED TO PRACTICE	HOURS BILLED FINAL APPLICATION	RATE	TOTAL FOR APPLICATION
<u>PARALEGALS</u>		N/A		
L. Buckley		0.17	[115]	[19.32]
Nancy Burdine		7.15	[95]	[680.68]
M. MacCarroll		0.21	[95]	[20.07]
Javier Garza		1.112	[85]	[95.37]
Frank Massabki		.82	[115]	[93.50]
Amanda Smith		.42	[95]	[39.90]
NET TOTAL (Paralegals):				[948.84]
TOTAL:				[6,727.67]
TOTAL [WITH DISCOUNT]:				5,969.00

## EXHIBIT 3B

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

In re:  GENEVA STEEL COMPANY, A Utah Corporation,  Debtor.	Bankruptcy Case No. 99C-21130  (Chapter 11)
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**SUMMARY REQUIRED BY UNITED  
STATES TRUSTEE GUIDELINES**

Fees Previously Requested:	\$ 5,969	NAME OF APPLICANT:	
Fees Previously Awarded:	\$ 5,969	Skadden, Arps, Slate, Meagher & Flom LLP	
Expenses Previously Requested:	\$ 944	ROLE IN THE CASE:	
Expenses Previously Awarded:	\$ 944	Special Counsel to the Debtor Geneva Steel Company	
Retainer Paid	\$ 0	CURRENT APPLICATION:	
		Fees Requested	\$ 1,938.00
		Expenses Requested	\$ 1,006.00

NAME OF PROFESSIONAL/ PARAPROFESSIONAL	YEAR ADMITTED TO PRACTICE	HOURS BILLED CURRENT APPLICATION	RATE	TOTAL FOR APPLICATION
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PARTNERS

John J. Mangan	1968	1.44	[495]	[712.80]
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OF COUNSEL/SPECIAL  
COUNSEL

Steven Narkin	1978	0.35	[350]	[122.50]
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ASSOCIATES

Christine McLean	1991	3.11	[320]	[995.20]
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NET TOTAL (less paralegals).	[1,830.50]			
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NAME OF PROFESSIONAL/ PARAPROFESSIONAL	YEAR ADMITTED TO PRACTICE	HOURS BILLED CURRENT APPLICATION	RATE	TOTAL FOR APPLICATION
<u>PARALEGALS</u>		N/A		
Nancy Burdine		3.4	[95]	[323.00]
NET TOTAL (Paralegals)				[323.00]
TOTAL:				[2,153.50]
TOTAL [WITH DIS- COUNT]				1,938.00



## EXHIBIT 3C

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

In re:  GENEVA STEEL COMPANY, A Utah Corporation,  Debtor.	Bankruptcy Case No. 99C-21130  (Chapter 11)
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**SUMMARY REQUIRED BY UNITED  
STATES TRUSTEE GUIDELINES**

Fees Previously Requested:	\$ 7,907	NAME OF APPLICANT:	
Fees Previously Awarded:	\$ 7,907	Skadden, Arps, Slate, Meagher & Flom LLP	
Expenses Previously Requested:	\$ 1,950	ROLE IN THE CASE:	
Expenses Previously Awarded:	\$ 1,950	Special Counsel to the Debtor Geneva Steel Company	
Retainer Paid	\$ 0	CURRENT APPLICATION:	
		Fees Requested	\$2,840.00
		Expenses Requested	\$429.00

NAME OF PROFESSIONAL/ PARAPROFESSIONAL	YEAR ADMITTED TO PRACTICE	HOURS BILLED CURRENT APPLICATION	RATE	TOTAL FOR APPLICATION
<u>PARTNERS</u>				
John J. Mangan	1968	0.68	[495]	[336.60]
		1.85	[510]	[943.50]
<u>OF COUNSEL/SPECIAL COUNSEL</u>				
Steven Narkin	1978	.25	[350]	[87.50]
		.25	[365]	[91.25]
<u>ASSOCIATES</u>				
Christine McLean	1991	0.10	[320]	[32.00]
		4.42	[335]	[1,480.70]
NET TOTAL (less paralegals):				[2,971.55]

NAME OF PROFESSIONAL/ PARAPROFESSIONAL	YEAR ADMITTED TO PRACTICE	HOURS BILLED CURRENT APPLICATION	RATE	TOTAL FOR APPLICATION
<u>PARALEGALS</u>		N/A		
Nancy Burdine		1.33	[95]	[96.33]
Amanda Smith		0.82	[95]	[77.90]
NET TOTAL (Paralegals):				[174.23]
TOTAL:				[3145.78]
TOTAL [WITH DIS- COUNT]				2,840.00

## EXHIBIT 4

EXHIBIT 4				
SASM&F Final Fee Application				
	1 <sup>st</sup> Application	2 <sup>nd</sup> Application	3 <sup>rd</sup> Application	TOTAL
Breakdown of Expenses by Matter				
Mexican Sunset	696.00	83.00	137.00	\$ 916.00
Mexican Amparo	22.00	923.00	292.00	\$ 1,237.00
Extension of Benefits	226.00	0.00	0.00	\$ 226.00
Breakdown of Expenses by Type:				
	1 <sup>st</sup> Application	2 <sup>nd</sup> Application	3 <sup>rd</sup> Application	TOTAL
Reproduction	61.00	20.00	4.00	\$ 85.00
Telephone	97.00	70.00	82.00	\$ 249.00
Local Transportation	70.00	0.00	0.00	\$ 70.00
Filing Fees	141.00	0.00	134.00	\$ 275.00
Computer Legal Research	38.00	34.00	0.00	\$ 72.00
Out-of-Town-Travel	175.00	0.00	0.00	\$ 175.00
Translation Services	331.00	876.00	207.00	\$ 1,414.00
Postage	32.00	6.00	1.00	\$ 39.00
<b>TOTAL:</b>	<b>\$ 944.00</b>	<b>\$ 1,006.00</b>	<b>\$ 429.00</b>	<b>\$ 2,379.00</b>