

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re : CHAPTER 11
MONTGOMERY WARD HOLDING CORP., : Case No. 97-1409 (PJW)
et al., : Jointly Administered
: :
Debtors. : :

U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE

**SIXTH APPLICATION OF MORRIS, NICHOLS, ARSHT & TUNNELL,
AS CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF MONTGOMERY WARD HOLDING CORP., ET AL. FOR
ALLOWANCE OF INTERIM COMPENSATION FOR ACTUAL, NECESSARY
SERVICES RENDERED AND FOR REIMBURSEMENT OF ALL ACTUAL,
NECESSARY EXPENSES INCURRED (FOR THE PERIOD
MARCH 1, 1999-AUGUST 2, 1999) AND FINAL APPLICATION
(FOR THE PERIOD JULY 18, 1997 THROUGH AUGUST 2, 1999)**

Name of Applicant:	MORRIS, NICHOLS, ARSHT & TUNNELL
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	September 10, 1997 (<i>nunc pro tunc</i> to July 18, 1997)
Period for which Compensation and reimbursement is sought:	March 1, 1999-August 2, 1999
Amount of compensation sought as actual, reasonable and necessary:	\$19,015.00
Amount of reimbursement sought as actual, reasonable and necessary:	\$3,137.65
Amount of final compensation sought as actual, reasonable and necessary:	\$130,982.75
Amount of final reimbursement sought as actual, reasonable and necessary:	\$23,738.70

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(FOR THE PERIOD JULY 18, 1997 THROUGH AUGUST 2, 1999)**

Morris, Nichols, Arsht & Tunnell ("MNA&T") respectfully represents as follows:

1. MNA&T is Delaware counsel for the Official Committee of Unsecured Creditors (the "Committee") of Montgomery Ward Holding Corp., et al. (the "Debtors") in the captioned case.
2. On July 7, 1997, the Debtors filed voluntary petitions for reorganization under Chapter 11 of the Bankruptcy Code.
3. By order dated September 10, 1997, the Court authorized the Committee to retain MNA&T as Delaware counsel to the Committee in these cases, *nunc pro tunc* to July 18, 1997. MNA&T has acted as counsel for the Committee since July 18, 1997.
4. By order dated July 8, 1997, the Court established a procedure for interim compensation and reimbursement of expenses for all professionals in these cases. In particular, the Court authorized the submission of monthly statements by professionals employed under 11

U.S.C. §§ 327, 328 or 1103 (which includes professionals employed by the Committee) and a procedure by which 80% of the fees requested and 100% of the disbursements requested could be paid by the Debtor. Pursuant to that order, MNA&T has submitted interim statements to the Debtor and the Committee for the period from the commencement of these cases through August 2, 1999.

5. The July 8, 1997, order also required that approximately every four months each professional file with the Court an application for Court approval and interim allowance of the payments made and amounts withheld during the prior four months. This is MNA&T's Sixth Application to the Court.

6. MNA&T submits this Sixth Application (i) for an allowance of reasonable compensation for actual, necessary professional services by it as counsel for the Committee in these cases for the period from March 1, 1999, through August 2, 1999 (the "Interim Period"), and (ii) for reimbursement of actual, necessary, expenses incurred in representing the Committee during that same period, (iii) for final allowance of reasonable compensation for actual, necessary professional services rendered by MNA&T as Delaware counsel for the Debtors in these cases for the period July 18, 1997, through August 2, 1999; and (iv) for final reimbursement of actual, necessary expenses incurred in representing the Debtors from July 18, 1997, through August 2, 1999. This application is made pursuant to the provisions of Sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and this Court's order of July 8, 1997, as amended by its order of December 5, 1997.

7. Professional services and expenses for which compensation and reimbursement are sought were rendered and expended on behalf of the Committee pursuant to Chapter 11 of the Bankruptcy Code. MNA&T believes it is appropriate that it be compensated

for the time spent and be reimbursed for the expenses incurred in connection with these matters.

11 U.S.C. § 1103(a).

8. For the period covered by this Sixth Application, March 1, 1999, through August 2, 1999, MNA&T has provided professional services to the Committee totaling \$19,015.00 and has incurred actual, necessary expenses in connection therewith totaling \$3,137.65. With respect to these amounts, as of the date of this application, MNA&T has received \$10,272.03.

9. As to the Final Application, for the period July 18, 1997, through August 2, 1999, MNA&T has provided services to the Committee totaling \$130,982.75 and has incurred actual, necessary expenses totaling \$23,738.70³ With respect to these amounts, as of the date of the application, MNA&T has received \$123,048.24.

10. Attached hereto as Exhibit A are monthly summaries by subject matter categories of the time expended by the timekeepers billing time to this case during the Interim Period.

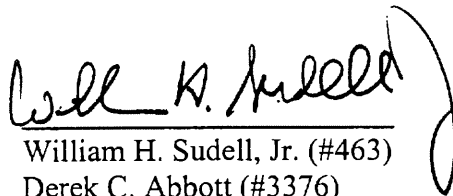
11. MNA&T maintains daily records of the time spent in the rendering of professional services during the period covered by this Sixth Application. Monthly summaries of the value of services provided to the Committee by each professional during the Interim Period are contained in Exhibit B hereto.

12. Attached hereto as Exhibit C are logs which show on a daily basis the professionals recording time for these matters, how much time was recorded by each professional and descriptions of the services provided during the Interim Period.

³ MNA&T incorporates by reference its First through Fifth Fee Applications.

MNA&T be reimbursed in the amount of \$3,137.65 actual, necessary expenses incurred during that period; (iii) MNA&T be allowed final compensation in the amount of \$130,982.75 for actual, necessary professional services rendered to the Debtors during the period September 10, 1997, through August 2, 1999; and (iv) MNA&T be allowed final reimbursement in the amount of \$23,738.70 for actual, necessary expenses incurred during that period.

MORRIS, NICHOLS, ARSHT & TUNNELL



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Co-counsel for the Official
Committee of Unsecured Creditors
of Montgomery Ward Holding
Corp., et al.

October 1, 1999

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