

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: PHILIP SERVICES (DELAWARE), INC., et al., <p style="text-align: right;">Debtors.</p>	Chapter 11 Bankruptcy Case No. 99-2385 Jointly Administered
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Fees Previously Requested:	\$446,975.25	NAME OF APPLICANT:
Fees Previously Awarded:	\$400,680.25	LeBoeuf, Lamb, Greene & MacRae, L.L.P.
Expenses Previously Requested:	\$36,106.28	ROLE IN THE CASE:
Expenses Previously Awarded:	\$31,165.95	Special Corporate Counsel to the Debtor Philip Services (Delaware), Inc. et al.
Excess Previously Awarded:	\$100.35	CURRENT APPLICATION:
		Fees Requested: \$ 32,250.00
		Expenses Requested: \$ 2,516.13

NAME OF PROFESSIONAL/ PARAPROFESSIONAL	YEAR ADMITTED TO PRACTICE	HOURS BILLED CURRENT APPLICATION	RATE	TOTAL FOR APPLICATION
<u>PARTNERS</u>				
B. G. Clark	1972	29.70	\$450	\$13,365.00
J. L. Benjamin	1986	9.00	\$370	\$3,330.00
<u>OF COUNSEL/ SPECIAL COUNSEL</u>				
J. J. Gregory	1988	0.50	\$345	\$172.50
M. S. Petrini	1982	7.70	\$255	\$1,963.50
A. K. Daw	1987	38.00	\$260	\$9,880.00
<u>ASSOCIATES</u>				
T. M. Spear	1997	17.10	\$180	\$3,078.00
NET TOTAL (not including paralegals):		102.00		\$31,789.00

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: Chapter 11
PHILIP SERVICES (DELAWARE), INC., et al., Debtors. Bankruptcy Case No. 99-2385
Jointly Administered

FILED/RECORDED
2000 MAY 22 6:39
U.S. DISTRICT COURT
DISTRICT OF DELAWARE

APPLICATION FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES

Name of Applicant: LeBoeuf, Lamb, Greene and MacRae, L.L.P.

Authorized to Provide Professional Services to: Debtors and Debtors - in - Possession.

Date of Retention: 6/25/99.

Period for which compensation and reimbursement is sought: 3/1/00 to 4/7/00 (together with final allowance for period 6/25/99 - 4/7/00.

Amount of Compensation sought as actual, reasonable, and necessary: \$34,766.13 (services and expenses 3/1/00 - 4/7/00);
\$479,210.25 (final allowance for 6/25/99 - 4/7/00).

Amount of Expenses sought as actual, reasonable, and necessary: \$2,516.13 (expenses 3/1/00 - 4/7/00);
\$38,737.76 (final allowance for 6/25/99 - 4/7/00).

This is an: interim XX final application.

The total time expended for the preparation of this application will be billed separately to Debtors following completion of this action. Invoice 229623, which is a portion of Exhibit 2 to this application, includes the time expended during the period March 1, 2000 through April 7, 2000 in the preparation of applications filed previously in connection with compensation for services performed during the periods of November 1, 1999 through November 30, 1999, December 1, 1999 through December 31, 1999, and January 1 through January 31, 2000. The compensation requested is \$2,874.02, comprised of \$2,669.00 in fees for services provided and \$205.02 in reimbursable expenses.

If this is not the first application filed, disclose the following for each prior application:

Date Filed:	Period Covered:	Requested Fees, Expenses:	Approved Fees, Expenses:
9/27/99	6/25-7/31/99	\$72,390.00, \$6,552.98	\$72,390.00, \$6,552.98.
10/22/99	8/1-8/31/99	\$30,496.00, \$2,698.87	\$30,496.00, \$2,698.87
11/24/99	9/1-9/30/99	\$41,628.50, \$1,668.17	\$41,628.50, \$1,668.17
12/27/99	10/1-10/31/99	\$65,957.25, \$3,347.97	\$65,957.25, \$3,347.97
1/26/00	11/1-11/30/99	\$85,725.00, \$2,965.85	\$85,725.00, \$2,965.85
2/24/00	12/1-12/31/99	\$40,884.00, \$4,968.23	\$40,884.00, \$4,968.23
3/27/00	1/1-1/31/00	\$63,599.50, \$8,963.88	\$63,599.50 \$8,963.88
4/25/00	2/1-2/29/00	\$46,295.00, \$4,940.33	Spending, Spending

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Exhibit A

"Attachment B"

NAME OF PROFESSIONAL	POSITION WITH APPLICANT AND NUMBER OF YEARS IN THAT POSITION	RATE	HOURS BILLED CURRENT APPLICATION	TOTAL FOR APPLICATION
B. G. Clark	Partner / 8 yrs	\$450.00	29.70	\$13,365.00
J. L. Benjamin	Partner / 7 yrs	\$370.00	9.00	\$3,330.00
J. J. Gregory	Of Counsel/ 6 years	\$345.00	0.50	\$172.50
M. S. Petrini	Of Counsel / 6 yrs	\$255.00	7.70	\$1,963.50
A. K. Daw	Special Counsel / 4 yrs	\$260.00	38.00	\$9,880.00
T. M. Spear	Associate/ 6 months	\$180.00	17.10	\$3,078.00
GRAND TOTAL			102.00	\$31,789.00
Blended Hourly Rate of All Attorneys				\$ 311.66

Exhibit B

"Attachment C"

1. Time Sheet Activity Description:

See Exhibit 2. Each invoice details each activity separately by date and by activity including time allotment charged per activity.

2. Travel Time:

Travel time has been charged at \$0.00 per hour when applicable.

3. Hourly Rates:

See Attachment B.

Benjamin G. Clark
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
1000 Louisiana Street
14th Floor
Houston, Texas 77002
Telephone: (713) 287 2000
Fax: (713) 287 2100

Special Corporate Counsel for the Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: PHILIP SERVICES (DELAWARE), INC., et al., Debtors.	Chapter 11 Bankruptcy Case No. 99-2385 Jointly Administered
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**FINAL APPLICATION OF LEBOEUF, LAMB, GREENE & MACRAE, L.L.P.,
FOR COMPENSATION AND REIMBURSEMENT**

LeBoeuf, Lamb, Greene & MacRae, L.L.P. ("LeBoeuf"), special corporate counsel to debtors and debtors-in-possession (as further defined below, the "Debtors"), pursuant to 11 U.S.C. §§ 330 and 331, Federal Rule of Bankruptcy Procedure 2016, the Fee Guidelines of the United States Trustee, the Administrative Order of this Court establishing procedures for interim compensation and reimbursement in this case (the "Administrative Order") and the First Amended Plan of Reorganization of Philip Services (Delaware), Inc., et al. (such plan, as further amended by the technical modifications approved in and attached to the Court's Order dated November 3, 1999, the "Plan"), submits this ninth and final application (this "Application"), (1) for allowance and payment of (a) compensation for the period March 1, 2000 through April 7, 2000 in the total amount of \$ 32,250.00 for services rendered, and (b) reimbursement in the total

net amount of \$2,516.13 for expenses incurred during the period March 1, 2000 through April 7, 2000 and (2) for final allowance of all compensation and expenses hereby and previously approved for periods between June 25, 1999 and April 7, 2000 (the total amount of such allowance being \$517,948.01, comprised of a total of \$479,210.25 in compensation and a total of \$38,737.76 in reimbursed expenses.)

I. INTRODUCTION

A. Case Background

1. The Debtors comprise an integrated metals recovery and industrial services company, which provides metals recovery and processing services to major industry sectors from over 230 locations across North America and Europe. The Debtors' primary base of operations is in the United States. The Debtors' consolidated revenues for the year ending December 31, 1998 were approximately \$2 billion. As of March 31, 1999, the Debtors reported total assets of approximately \$1.13 billion and total liabilities of approximately \$1.56 billion.

2. On June 4, 1999, RESI Acquisition (Delaware) Corporation ("RESI") filed a voluntary petition in this Court for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). Philip Services (Delaware), Inc. ("PSI"), Philip Services Corp. ("PSC") and certain of their affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession (collectively, together with RESI, "Philip" or the "Debtors"), filed voluntary petitions in this Court for relief under Chapter 11 of the Bankruptcy Code on June 25, 1999 (the "Petition Date"). During the pendency of this case before the Court, the Debtors continued to operate their businesses and to manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. The Debtors have 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 Debtors are current in the filing of their monthly reports.

4. This 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).

B. LeBoeuf's Employment

1. On the Petition Date, the Debtors filed an application (the "Employment Application") seeking approval of its employment of LeBoeuf as special corporate counsel. This Court entered an order on August 26, 1999 (the "Employment Order"), pursuant to section 327(e) of the Bankruptcy Code, authorizing the Debtors, as debtors-in-possession, to employ and retain LeBoeuf as special corporate counsel as of June 25, 1999 to perform the services set forth in the amended Employment Application.

2. The services performed by LeBoeuf have not been unnecessarily duplicative of those performed by Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps"). The Employment Application states that LeBoeuf

will not be rendering services typically performed by a debtor's bankruptcy counsel. LeBoeuf will not be responsible for the Debtors' general restructuring efforts or other matters involving the conduct of the Debtors' chapter 11 cases.

... By delineating LeBoeuf's limited role, the parties have ensured there will be no overlap or duplication of services between LeBoeuf and Skadden, Arps. The Debtors submit that LeBoeuf and Skadden, Arps will work closely together so as to provide efficient, cost-effective and timely counsel to the Debtors.

Employment Application at Paragraphs 12 - 13.

3. As indicated in the Employment Application and in the Employment Order, LeBoeuf received retainers in this case in the amount of \$37,955.26 as pre-petition retainers. Pursuant to the Employment Order, these pre-petition retainers have been applied to pay pre-petition fees, charges and disbursements relating to services rendered by LeBoeuf to the Debtors prior to the Petition Date. No portion of the pre-petition retainers are left for application

to fees, charges and disbursements relating to services rendered by LeBoeuf to the Debtors subsequent to the Petition Date.

4. 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.

5. LeBoeuf 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.

6. LeBoeuf has not made any agreements with the Debtors or others for compensation or reimbursement relating to this case, which have not been disclosed to this Court.

II. PRIOR APPLICATIONS FOR COMPENSATION AND REIMBURSEMENT

The present Application is the ninth and final application for compensation and reimbursement filed by LeBoeuf in this case. LeBoeuf filed its first application for compensation and reimbursement on September 27, 1999 requesting court approval in the amount of \$72,390.00 in interim compensation and \$6,552.98 in reimbursement of expenses. This Court issued approval of that application for compensation and reimbursement in that Order Granting Interim Compensation and Reimbursement of Expenses of Professionals dated November 5, 1999. LeBoeuf filed its second application for compensation and reimbursement on October 22, 1999 requesting court approval in the amount of \$30,496.00 in interim compensation and \$2,698.87 in reimbursement of expenses. This Court issued approval of that application for compensation and reimbursement in that Order Granting Interim Compensation and Reimbursement of Expenses of Professionals dated November 24, 1999. LeBoeuf filed its third application for compensation and reimbursement on November 24, 1999 requesting court approval in the amount of \$41,628.50 in interim compensation and \$1,668.17 in reimbursement

of expenses. This Court issued approval of that application for compensation and reimbursement in that Order Granting Interim Compensation and Reimbursement of Expenses of Professionals dated February 11, 2000. LeBoeuf filed its fourth application for compensation and reimbursement on December 27, 1999 requesting court approval in the amount of \$65,957.25 in interim compensation and \$3,347.97 in reimbursement of expenses. This Court issued approval of that application for compensation and reimbursement in that Order Granting Interim Compensation and Reimbursement of Expenses of Professionals dated January 24, 2000. LeBoeuf filed its fifth application for compensation and reimbursement on January 26, 2000 requesting court approval in the amount of \$85,725.00 in interim compensation and \$2,965.85 in reimbursement of expenses. This Court issued approval of that application for compensation and reimbursement in that Order Granting Interim Compensation and Reimbursement of Expenses of Professionals dated February 24, 2000. LeBoeuf filed its sixth application for compensation and reimbursement on February 24, 2000 requesting court approval in the amount of \$40,884.00 in interim compensation and \$4,968.23 in reimbursement of expenses. This Court issued approval of that application for compensation and reimbursement in that Order Granting Interim Compensation and Reimbursement of Expenses of Professionals dated April 6, 2000.¹ LeBoeuf filed its seventh application for compensation and reimbursement on March 27, 2000 requesting court approval in the amount of \$63,599.50 in interim compensation and \$8,963.88 in reimbursement of expenses. This Court issued approval of that application for compensation and reimbursement in that Order Granting Interim Compensation and Reimbursement of Expenses of Professionals dated April 27, 2000. LeBoeuf filed its eighth application for compensation and reimbursement on April 25, 2000 requesting court approval in the amount of \$46,295.00 in

¹ Exhibit 1 to the Order erroneously indicates that the amount of the approved compensation for services was 45,852.23 (the same amount as the sum of fees and expenses for which compensation and reimbursement were requested in the sixth application), rather than 40,884.00 (the correct amount as the sum of fees for which compensation was sought). LeBoeuf has called this error to the Debtors' attention and requested that the Debtors pay only the lesser correct amount. Throughout this Application (and its attachments and exhibits), LeBoeuf has treated the Order as authorizing only \$40,884.00 in interim compensation and \$4,968.23 in interim reimbursement of expenses as requested pursuant to LeBoeuf's sixth application.

interim compensation and \$4,940.33 in reimbursement of expenses. Approval of applicant's eighth application for compensation and reimbursement is pending at this time.

III. THE PRESENT APPLICATION: BILLING METHODOLOGY

A. LeBoeuf's services in this case are billed on an hourly-rate basis, consistent with customary charges by comparably skilled practitioners in non-bankruptcy cases. Each invoice contains a chronological listing of tasks performed in each project category in which services were performed during the billing period covered by the invoice. All of the time entries comply with the requirements set forth in Attachment C of Order 27 of the United States Bankruptcy Court for the District of Delaware.

B. In rendering services and incurring expenses on behalf of the estate, LeBoeuf makes reasonable efforts to use the most economical means and methods that are available and appropriate under the circumstances.

C. The education and experience of the LeBoeuf attorneys providing service on behalf of the Debtors during the pendency of this case have been provided in Applicant's prior applications for reimbursement.

D. Given the education, experience, and expertise of the LeBoeuf attorneys rendering services in this case, the rates charged are reasonable and are the same as or lower than rates LeBoeuf typically charges to clients for similar services.

IV. THE PRESENT APPLICATION: MARCH 1 – APRIL 7, 2000

A. Services Performed on Behalf of the Estate: March 1 – April 7, 2000

1. In this Application, LeBoeuf is in part requesting compensation for services provided and reimbursement of expenses incurred during the period March 1, 2000 through April 7, 2000. As required by the Fee Guidelines of the United States Trustee, a summary of fees and expenses requested during such period is attached hereto as Exhibit 1. Invoices detailing the services rendered and expenses incurred are attached hereto as Exhibit 2. A summary of the expenses incurred during such period is attached hereto as Exhibit 3. The

requested compensation is billed at the local rate by LeBoeuf attorneys resident in LeBoeuf's California, Florida and Texas offices.

2. During the period March 1, 2000 through April 7, 2000, LeBoeuf rendered services to the estate for which it seeks compensation in the total amount of \$32,250.00. Such services are fully detailed in the monthly invoices attached hereto as Exhibit 2.

3. LeBoeuf has categorized the time spent performing services for the estate into the following project categories:

<u>LeBoeuf Matter Name</u>	<u>LeBoeuf Matter No.</u>
Allwaste Notes	02385/00034
Bankruptcy Administration	02385/00079
Beaumont-Bechtel	02385/00086
Daerr	0238500178
Employment	02385/00237
Environmental	02385/00240
Equus	02385/00246
Federal Affairs	02385/00276
Corporate	02385/00307
HydroServe	02385/00385
Insurance	02385/00425
Patterson Superfund Site	02385/00693
Philip/Philip BEC	02385/00706
PUMC	02385/00721
RRTA	02385/00760
Unifirst	02385/00881

4. The total amount billed by LeBoeuf for each project category during the period March 1, 2000 through April 7, 2000 is as follows:

<u>LeBoeuf Matter Name:</u>	<u>LeBoeuf Matter No.:</u>	<u>Total Fees Billed for the Period March 1, 2000 - April 7, 2000:</u>
Allwaste Notes	02385/00034	\$0.00
Bankruptcy Administration	02385/00079	\$2,669.00
Beaumont-Bechtel	02385/00086	\$6,613.00
Daerr	02385/00178	\$0.00
Employment	02385/00237	\$1,963.50
Environmental	02385/00240	\$905.50
Equus	02385/00246	\$0.00
Federal Affairs	02385/00276	\$0.00
Corporate	02385/00307	\$6,411.00
HydroServe	02385/00385	\$5,028.00

Insurance	02385/00425	\$0.00
Patterson Superfund Site	02385/00693	\$3,502.50
Philip/Philip BEC	02385/00706	\$5,067.50
PUMC	02385/00721	\$90.00
RRTA	02385/00760	\$0.00
Unifirst	02385/00881	\$0.00

B. Summary of Services in Each Project Category: March 1 – April 7, 2000

A summary of the nature of each project category, the names, billing rates, hours spent, and total billed for each LeBoeuf professional and para-professional in each project during the period March 1, 2000 through April 7, 2000, and a synopsis of the work performed during such period in each project category, is provided in separate paragraphs below.

1. Allwaste Notes

a. This project category is for services in connection with analysis of a fiduciary duty suit.

b. During the period March 1, 2000 through April 7, 2000, no services were provided to the estate in this project category.

2. Bankruptcy Administration

a. This project category is for services in connection with administrative requirements necessary to effectuate court approval for the Debtors to render payment of legal services provided.

b. During the period March 1, 2000 through April 7, 2000, the following LeBoeuf professionals provided services to the estate in this project category:

00079 – Bankruptcy Administration				
Name	Title/Office	Rate	Total Project Hours	Total Project Fees
B. G. Clark	Partner/Houston	\$450.00	0.50	\$225.00
A. K. Daw	Special Counsel/Houston	\$280.00	9.40	\$2,444.00
SUM			9.90	\$2,669.00

3. Beaumont-Bechtel

a. This project category is for services in connection with claims of a Debtor subsidiary against Bechtel Corporation in connection with services provided by the subsidiary related to a construction project in Beaumont, Texas.

b. During the period March 1, 2000 through April 7, 2000, the following LeBoeuf professionals provided services to the estate in this project category:

00086 – Beaumont-Bechtel				
Name	Title/Office	Rate	Total Project Hours	Total Project Fees
B. G. Clark	Partner/Houston	\$450.00	12.50	\$5,625.00
A. K. Daw	Special Counsel/Houston	\$260.00	3.80	\$988.00
SUM			16.30	\$8,613.00

4. Richard L. Daerr

a. This project category is for services in connection with pending litigation involving a former executive officer of one of the Affiliate Debtors.

b. During the period March 1, 2000 through April 7, 2000, no services were provided to the estate in this project category.

5. Employment Matters

a. This project category is for services in connection with employment matters involving the Debtors which do not require the opening of individual matters.

b. During the period March 1, 2000 through April 7, 2000, the following LeBoeuf professional provided services to the estate in this project category:

00237 – Employment Matters				
Name	Title/Office	Rate	Total Project Hours	Total Project Fees
M. S. Petrini	Of Counsel/Jacksonville	\$255.00	7.70	\$1,963.50
SUM			7.70	\$1,963.50

6. Environmental

a. This project category is for services in connection with environmental matters involving the Debtors which do not require the opening of individual matters.

b. During the period March 1, 2000 through April 7, 2000, the following LeBoeuf professional and para-professional provided services to the estate in this project category:

00240 – Environmental Matters				
Name	Title/Office	Rate	Total Project Hours	Total Project Fees
A. K. Daw	Special Counsel/Houston	\$260.00	3.30	\$858.00
R. W. Jones	Librarian/Houston	\$95.00	0.50	\$47.50
SUM			3.80	\$905.50

7. Equus

a. This project category is for services in connection with post-closing matters related to the 1998 entry of Philip Industrial Services Group, Inc. (f.k.a Allwaste, Inc.) and other parties of a mutual settlement and release relating to claims of the parties arising from a transaction among those parties that predated Philip's 1997 acquisition of Allwaste, Inc.

b. During the period March 1, 2000 through April 7, 2000, no services were provided to the estate in this project category.

8. Federal Affairs

a. This project category is for services in connection with assisting the Debtors with advice regarding federal legislation, proposed regulations and regulatory agency matters.

b. During the period March 1, 2000 through April 7, 2000, no services were provided to the estate in this project category.

9. Corporate Matters

a. This project category is for services in connection with non-bankruptcy, general corporate legal issues arising in the ordinary course of business of the Debtors' Industrial Services Group, which do not require the opening of individual matters.

b. During the period March 1, 2000 through April 7, 2000, the following LeBoeuf professionals provided services to the estate in this project category:

00307 – Corporate Matters				
Name	Title/Office	Rate	Total Project Hours	Total Project Fees
B. G. Clark	Partner/Houston	\$450.00	11.30	\$5,085.00
A. K. Daw	Special Counsel/Houston	\$260.00	5.10	\$1,326.00
SUM			16.40	\$6,411.00

10. HydroServe

a. This project category is for services in connection with assisting the Debtors to obtain funds for its reorganization by organizing an auction process and negotiating a potential sale of its interest in HydroServe Westlake, L.L.C.

b. During the period March 1, 2000 through April 7, 2000, the following LeBoeuf professionals and para-professionals provided services to the estate in this project category:

00385 – HydroServe				
Name	Title/Office	Rate	Total Project Hours	Total Project Fees
A. K. Daw	Special Counsel/Houston	\$260.00	7.20	\$1,872.00
T. M. Spear	Associate/Houston	\$180.00	15.50	\$2,790.00
T. Hare	Paralegal/Houston	\$125.00	2.70	\$337.50
R. W. Jones	Librarian/Houston	\$95.00	0.30	\$28.50
SUM			25.70	\$5,028.00

11. Insurance Company of the State of Pennsylvania

a. This project category is for services in connection with defending the Debtors and the Debtors' client's bonding company in a New York litigation action.

b. During the period March 1, 2000 through April 7, 2000, no services were provided to the estate in this project category.

12. Patterson Superfund Site

a. This project category is for services in connection with the Debtors' status as a Potentially Responsible Party (PRP) at the Patterson Superfund Site in Modesto, California.

b. During the period March 1, 2000 through April 7, 2000, the following LeBoeuf professionals provided services to the estate in this project category:

00693 – Patterson Superfund				
Name	Title/Office	Rate	Total Project Hours	Total Project Fees
J. L. Benjamin	Partner/San Francisco	\$370.00	9.00	\$3,330.00
J. J. Gregory	Of Counsel/San Francisco	\$345.00	0.50	\$172.50
SUM			9.50	\$3,502.50

13. Philip/BEC, Inc.

a. This project category is for services in connection with assisting the Debtors' recovery of approximately \$2 million in post-closing adjustment payments, and assisting the Debtors in required releases.

b. During the period March 1, 2000 through April 7, 2000, the following LeBoeuf professionals and para-professional provided services to the estate in this project category:

00706 – Philip/BEC, Inc.				
Name	Title/Office	Rate	Total Project Hours	Total Project Fees
B. G. Clark	Partner/Houston	\$450.00	5.20	\$2,340.00
A. K. Daw	Special Counsel/Houston	\$280.00	9.20	\$2,392.00
T. M. Spear	Associate/Houston	\$180.00	1.60	\$288.00
R. W. Jones	Librarian/Houston	\$95.00	0.50	\$47.50
SUM			16.50	\$5,067.50

14. PUMC

a. This project category is for services in connection with post-closing matters related to the sale of shares of PSC's former subsidiary, Philip Utilities Management Corporation.

b. During the period March 1, 2000 through April 7, 2000, the following LeBoeuf professional provided services to the estate in this project category:

00706 – Philip/BEC, Inc.				
Name	Title/Office	Rate	Total Project Hours	Total Project Fees
B. G. Clark	Partner/Houston	\$450.00	0.20	\$90.00
SUM			0.20	\$90.00

15. RRTA

a. This project category is for services in connection with assisting the Debtors to obtain funds for its reorganization by moving forward in negotiating a potential sale of the assets of Resource Recovery Techniques of Arizona, Inc. and thereby obtaining the release of a letter of credit provided by Debtors.

b. During the period March 1, 2000 through April 7, 2000, no services were provided to the estate in this project category.

16. Unifirst

a. This project category is for services in connection with the defense of the Debtors regarding a breach of contract complaint filed December 22, 1998 in the Superior Court of New Jersey, Law Division – Hudson County, Docket No. HUD-L-9306-98, styled Unifirst Corporation vs. Philip Services Corporation.

b. During the period March 1, 2000 through April 7, 2000, no services were provided to the estate in this project category.

C. Reimbursement of Expenses: March 1 – April 7, 2000

1. For the period March 1, 2000 through April 7, 2000, LeBoeuf incurred actual and necessary expenses in the total amount of \$4,851.84. However, as described in paragraph V.C. of this Application, due to the correction of the disbursements incorrectly reflected in prior applications and an excess in receipts described in such paragraph, there is a net credit due the Debtors from LeBoeuf in the amount of \$2,335.71. Accordingly, LeBoeuf has applied such credit against expenses for the period March 1, 2000 through April 7, 2000, and thus is only requesting reimbursement of \$2,516.13 through this Application. A summary showing the breakdown of total expenses actually incurred during the period March 1, 2000 through April 7, 2000 by project category and by type of expense is attached hereto as Exhibit 3. Details of the expenses incurred in such month are included in the invoices attached as Exhibit 2 hereto. The detailed invoices reflect the reduced fees and adjusted expenses resulting from the reduction of fees and adjustment of expenses discussed below in Section IV.E. of this Application. LeBoeuf keeps in its files appropriate detail, including receipts, invoices, reimbursement vouchers, and other supporting information concerning the expenses incurred in this representation, and that information is available for review upon request.

2. The largest single category of expenses during the period March 1, 2000 through April 7, 2000 was for \$1,839.75, which is the category for "Temporary Workers" charged at actual cost to Applicant. A supporting report showing additional detail for this category of expense is attached hereto as Exhibit 4. Additional details concerning the charges in expense categories are attached hereto as "Temporary Workers" charged at actual cost to Applicant in the amount of \$1,839.75, "Outside Reproduction" charged at actual cost to Applicant in the amount of \$898.03, "Corporate Documentation Services and Filing Fees" charged at actual cost to Applicant in the amount of \$773.78, "In-house Reproduction" charged at \$0.15 per page for a total of \$542.85, "Legal Research" charged at actual cost to Applicant in the amount of \$479.46, "Facsimile Expense" charged at \$1.00 per page for outgoing facsimile transmissions in the amount of \$254.00, "Telephone Expense" charged at actual line cost to

Applicant in the amount of \$44.77, and "Postage" charged at actual cost to Applicant in the amount of \$19.20, Exhibits 4 - 11, respectively. No expenses for incoming facsimile transmissions or travel have been charged to the estate during this period March 1, 2000 through April 7, 2000.

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

D. Nature of Actions Taken Regarding Requested Payments for March 1 - April 7, 2000

1. Pursuant to the Administrative Order, LeBoeuf has submitted a copy of this Application to the Debtors, Counsel for Debtors (Chicago and Delaware), Counsel for the Debtors' post-petition lenders, Counsel for the Official Committee of Creditors, and the Office of the United States Trustee (collectively, the "Reviewing Parties"). No fees or expenses have been paid by the estate for the period March 1, 2000 through April 7, 2000 pursuant to the Administrative Order as of the date of this Application.

2. LeBoeuf seeks to have its fees and expenses allowed in the full amount set forth in this Application by the estate pursuant to the submission of monthly invoices as authorized under the Administrative Order.

E. Voluntary Reductions and Adjustments Made by LeBoeuf for Period March 1 - April 7, 2000

Prior to submitting its invoices for the period March 1, 2000 through April 7, 2000 to the Reviewing Parties, LeBoeuf, in exercising its billing judgment, voluntarily reduced the amount sought for timekeeper entries and expenses during that period by \$717.96. These reductions are reflected in the schedule attached hereto as Exhibit 12.

F. Certification: March 1 – April 7, 2000

LeBoeuf hereby certifies that the Debtors have reviewed the monthly invoices for the period March 1, 2000 through April 7, 2000 that are a part of this Application and have no objection to allowance of the fees and expenses requested herein.

V. THE PRESENT APPLICATION: FINAL ALLOWANCE OF ALL FEES AND EXPENSES DURING PENDANCY OF CASE

A. Services Performed and Fees Advanced on Behalf of the Debtor

1. Pursuant to its employment during the pendancy of this case, LeBoeuf has rendered services to the estate and advanced expenses on behalf of the estate for which it is has sought and hereby seeks compensation and reimbursement in the total amount of \$517,948.01 (including the amounts described above for which compensation and reimbursement as sought for the period March 1 through April 7, 2000). Such total amount is comprised of a total of \$479,210.25 in compensation of fees for services rendered to the estate and a total amount of \$38,737.76 in reimbursement of expenses.

2. As described above, LeBoeuf has categorized the time spent performing services for the estate into the following project categories (and allocated expenses according to such categories):

<u>LeBoeuf Matter Name</u>	<u>LeBoeuf Matter No.</u>
Allwaste Notes	02385/00034
Bankruptcy Administration	02385/00079
Beaumont-Bechtel	02385/00086
Daerr	0238500178
Employment	02385/00237
Environmental	02385/00240
Equus	02385/00246
Federal Affairs	02385/00276
Corporate	02385/00307
HydroServe	02385/00385
Insurance	02385/00425
Patterson Superfund Site	02385/00693
Philip/Philip BEC	02385/00706
PUMC	02385/00721
RRTA	02385/00760
Unifirst	02385/00881

B. Summary of Services and Fees and Expenses in Each Project Category

A summary of the nature of each project category and the total fees billed and expenses advanced² in each project category is provided in separate paragraphs below.

1. Allwaste Notes

a. This project category is for services in connection with analysis of a fiduciary duty suit.

b. Pursuant to its employment during the pendency of this case, LeBoeuf charged the following fees for services rendered and advanced the following expenses under this project category:

00034 - Allwaste Notes		
Period	Project Fees	Project Expenses
August 1 - 31, 1999	\$2,779.50	\$26.70
SUM	\$2,779.50	\$26.70

2. Bankruptcy Administration

a. This project category is for services in connection with administrative requirements necessary to effectuate court approval for the Debtors to render payment of legal services provided.

b. Pursuant to its employment during the pendency of this case, LeBoeuf charged the following fees for services rendered and advanced the following expenses under this project category:

00079 - Bankruptcy Administration		
Period	Project Fees	Project Expenses
June 25 - July 31, 1999	\$11,368.00	\$0.00
August 1 - 31, 1999	\$2,136.50	\$90.33
September 1 - 30, 1999	\$6,257.25	\$614.79
October 1 - 31, 1999	\$5,914.00	\$465.53

² The expenses reflected under each project category are as corrected following LeBoeuf's audit of its fees and expenses in anticipation of making this Application. Such audit and the correction resulting therefrom are described in paragraph V.C of this Application.

November 1 – 30, 1999	\$5,838.00	\$296.72
December 1 – 31, 1999	\$4,524.00	\$243.66
January 1 – January 31, 2000	\$2,981.00	\$218.04
February 1 – 29, 2000	\$2,936.50	\$199.74
March 1 – April 7, 2000	\$2,669.00	\$205.02
SUM	\$44,624.25	\$2,333.83

3. Beaumont-Bechtel

a. This project category is for services in connection with claims of a Debtor subsidiary against Bechtel Corporation in connection with services provided by the subsidiary related to a construction project in Beaumont, Texas.

b. Pursuant to its employment during the pendency of this case, LeBoeuf charged the following fees for services rendered and advanced the following expenses under this project category:

00086 – Beaumont/Bechtel		
Period	Project Fees	Project Expenses
August 1 – 31, 1999	\$192.00	\$3.00
September 1 – 30, 1999	\$5,324.00	\$34.74
October 1 – 31, 1999	\$25,188.25	\$1,976.28
November 1 – 30, 1999	\$36,846.00	\$156.94
December 1 – 31, 1999	\$8,793.00	\$2,858.39
January 1 – January 31, 2000	\$19,502.00	\$6,080.14
February 1 – 29, 2000	\$8,683.00	\$2,250.99
March 1 – April 7, 2000	\$6,613.00	\$1,880.65
SUM	\$111,141.25	\$15,241.13

4. Richard L. Daerr

a. This project category is for services in connection with pending litigation involving a former executive officer of one of the Affiliate Debtors.

b. Pursuant to its employment during the pendency of this case, LeBoeuf charged the following fees for services rendered and advanced the following expenses under this project category:

00178 – Richard L. Daerr		
Period	Project Fees	Project Expenses
June 25 – July 31, 1999	\$360.00	\$0.00
November 1 – 30, 1999	\$67.50	\$0.90
SUM	\$427.50	\$0.90

5. Employment Matters

a. This project category is for services in connection with employment matters involving the Debtors which do not require the opening of individual matters.

b. Pursuant to its employment during the pendancy of this case, LeBoeuf charged the following fees for services rendered and advanced the following expenses under this project category:

00237 – Employment Matters		
Period	Project Fees	Project Expenses
June 25 – July 31, 1999	\$1,060.00	\$71.95
August 1 – 31, 1999	\$45.00	\$0.00
November 1 – 30, 1999	\$45.00	\$0.00
December 1 – 31, 1999	\$3,853.50	\$52.24
January 1 – January 31, 2000	\$810.00	\$20.38
February 1 – 29, 2000	\$1,800.00	\$35.34
March 1 – April 7, 2000	\$1,963.50	\$205.11
SUM	\$9,577.00	\$385.02

6. Environmental

a. This project category is for services in connection with environmental matters involving the Debtors which do not require the opening of individual matters.

b. Pursuant to its employment during the pendancy of this case, LeBoeuf charged the following fees for services rendered and advanced the following expenses under this project category:

00240 – Environmental Matters		
Period	Project Fees	Project Expenses
August 1 – 31, 1999	\$3,942.00	\$728.24
September 1 – 30, 1999	\$977.50	\$0.00
November 1 – 30, 1999	\$2,314.00	\$2.00
December 1 – 31, 1999	\$199.00	\$0.00
January 1 – January 31, 2000	\$5,535.00	\$815.73
February 1 – 29, 2000	\$676.00	\$2.00
March 1 – April 7, 2000	\$905.50	\$205.81
SUM	\$14,549.00	\$1,753.78

7. Equus

a. This project category is for services in connection with post-closing matters related to the 1998 entry of Philip Industrial Services Group, Inc. (f.k.a Allwaste, Inc.) and other parties of a mutual settlement and release relating to claims of the parties arising from a transaction among those parties that predated Philip's 1997 acquisition of Allwaste, Inc.

b. Pursuant to its employment during the pendency of this case, LeBoeuf charged the following fees for services rendered and advanced the following expenses under this project category:

00246 – Equus		
Period	Project Fees	Project Expenses
September 1 – 30, 1999	\$0.00	\$71.25
SUM	\$0.00	\$71.25

8. Federal Affairs

a. This project category is for services in connection with assisting the Debtors with advice regarding federal legislation, proposed regulations and regulatory agency matters.

b. Pursuant to its employment during the pendency of this case, LeBoeuf charged the following fees for services rendered and advanced the following expenses under this project category:

00276 --Federal Affairs		
Period	Project Fees	Project Expenses
January 1 – January 31, 2000	\$1,369.00	\$0.00
February 1 – 29, 2000	\$555.00	\$0.00
SUM	\$1,924.00	\$0.00

9. Corporate Matters

a. This project category is for services in connection with non-bankruptcy, general corporate legal issues arising in the ordinary course of business of the Debtors' Industrial Services Group, which do not require the opening of individual matters.

b. Pursuant to its employment during the pendency of this case, LeBoeuf charged the following fees for services rendered and advanced the following expenses under this project category:

00307 – Corporate Matters		
Period	Project Fees	Project Expenses
June 25 – July 31, 1999	\$2,295.00	\$1,361.03
August 1 – 31, 1999	\$653.00	\$141.67
September 1 – 30, 1999	\$1,147.50	\$348.10
October 1 – 31, 1999	\$12,880.00	\$158.84
November 1 – 30, 1999	\$15,088.00	\$408.10
December 1 – 31, 1999	\$6,562.50	\$140.57
January 1 – January 31, 2000	\$6,673.50	\$48.65
February 1 – 29, 2000	\$875.00	\$251.44
March 1 – April 7, 2000	\$6,411.00	\$107.44
SUM	\$52,585.50	\$2,965.84

10. HydroServe

a. This project category is for services in connection with assisting the Debtors to obtain funds for its reorganization by organizing an auction process and negotiating a potential sale of its interest in HydroServe Westlake, L.L.C.

b. Pursuant to its employment during the pendency of this case, LeBoeuf charged the following fees for services rendered and advanced the following expenses under this project category:

00385 – HydroServe		
Period	Project Fees	Project Expenses
June 25 – July 31, 1999	\$24,458.50	\$23.70
August 1 – 31, 1999	\$7,942.50	\$1,041.31
September 1 – 30, 1999	\$26,315.75	\$303.99
October 1 – 31, 1999	\$21,327.00	\$137.57
November 1 – 30, 1999	\$24,554.50	\$1,139.14
December 1 – 31, 1999	\$16,208.00	\$816.09
January 1 – January 31, 2000	\$22,515.00	\$531.10
February 1 – 29, 2000	\$28,403.50	\$2,082.97
March 1 – April 7, 2000	\$5,028.00	\$2,075.58
SUM	\$174,752.75	\$8,131.45

11. Insurance Company of the State of Pennsylvania

a. This project category is for services in connection with defending the Debtors and the Debtors' client's bonding company in a New York litigation action.

b. Pursuant to its employment during the pendency of this case, LeBoeuf charged the following fees for services rendered and advanced the following expenses under this project category:

00425 – Insurance Company of the State of Pennsylvania		
Period	Project Fees	Project Expenses
June 25 – July 31, 1999	\$647.50	\$0.00
August 1 – 31, 1999	\$262.50	\$4.29
September 1 – 30, 1999	\$87.50	\$0.00
SUM	\$997.50	\$4.29

12. Patterson Superfund Site

a. This project category is for services in connection with the Debtors' status as a Potentially Responsible Party (PRP) at the Patterson Superfund Site in Modesto, California.

b. Pursuant to its employment during the pendency of this case, LeBoeuf charged the following fees for services rendered and advanced the following expenses under this project category:

00693 – Patterson Superfund Site		
Period	Project Fees	Project Expenses
June 25 – July 31, 1999	\$875.00	\$0.00
August 1 – 31, 1999	\$4,580.00	\$0.00
September 1 – 30, 1999	\$805.00	\$84.02
October 1 – 31, 1999	\$518.00	\$8.50
November 1 – 30, 1999	\$111.00	\$5.55
December 1 – 31, 1999	\$668.00	\$21.81
January 1 – January 31, 2000	\$2,442.00	\$40.58
February 1 – 29, 2000	\$4,386.00	\$137.85
March 1 – April 7, 2000	\$3,502.50	\$106.02
SUM	\$17,865.50	\$404.33

13. Philip/BEC, Inc.

a. This project category is for services in connection with assisting the Debtors' recovery of approximately \$2 million in post-closing adjustment payments, and assisting the Debtors in required releases.

b. Pursuant to its employment during the pendency of this case, LeBoeuf charged the following fees for services rendered and advanced the following expenses under this project category:

00706 – Philip/BEC, Inc.		
Period	Project Fees	Project Expenses
June 25 – July 31, 1999	\$3,434.50	\$2,529.15
August 1 – 31, 1999	\$1,935.50	\$18.09
September 1 – 30, 1999	\$714.00	\$143.38
January 1 – January 31, 2000	\$1,772.00	\$22.65
March 1 – April 7, 2000	\$5,067.50	\$88.21
SUM	\$12,923.50	\$2,777.46

14. PUMC

a. This project category is for services in connection with post-closing matters related to the sale of shares of PSC's former subsidiary, Philip Utilities Management Corporation.

b. Pursuant to its employment during the pendency of this case, LeBoeuf charged the following fees for services rendered and advanced the following expenses under this project category:

00721 – PUMC		
Period	Project Fees	Project Expenses
June 25 – July 31, 1999	\$2,523.50	\$1,548.58
August 1 – 31, 1999	\$1,601.00	\$31.21
October 1 – 31, 1999	\$130.00	\$16.60
November 1 – 30, 1999	\$861.00	\$0.00
December 1 – 31, 1999	\$78.00	\$0.00
March 1, - April 7, 2000	\$90.00	\$0.00
SUM	\$5,283.50	\$1,596.37

15. RRTA

a. This project category is for services in connection with assisting the Debtors to obtain funds for its reorganization by moving forward in negotiating a potential sale of the assets of Resource Recovery Techniques of Arizona, Inc. and thereby obtaining the release of a letter of credit provided by Debtors.

b. Pursuant to its employment during the pendency of this case, LeBoeuf charged the following fees for services rendered and advanced the following expenses under this project category:

00760 – RRTA		
Period	Project Fees	Project Expenses
June 25 – July 31, 1999	\$25,263.00	\$2,346.02
August 1 – 31, 1999	\$4,428.50	\$699.39
SUM	\$29,689.50	\$3,045.41

16. Unifirst

a. This project category is for services in connection with the defense of the Debtors regarding a breach of contract complaint filed December 22, 1998 in the Superior Court of New Jersey, Law Division – Hudson County, Docket No. HUD-L-9306-98, styled Unifirst Corporation vs. Philip Services Corporation.

b. Pursuant to its employment during the pendency of this case, LeBoeuf charged the following fees for services rendered and advanced the following expenses under this project category:

00881 - Unifirst		
Period	Project Fees	Project Expenses
June 25 - July 31, 1999	\$90.00	\$0.00
SUM	\$90.00	\$0.00

C. Voluntary Reductions and Adjustments Made by LeBoeuf

Prior to submitting this Application, LeBoeuf conducted a review of all invoices submitted in connection with its applications for interim compensation and reimbursement during the pendency of this case.

While all amounts requested as interim compensation were correct, LeBoeuf determined that in some instances the invoices and expenses included in its reimbursement requests did not reflect facsimile and reproduction item charges consistent with U.S. Trustee Guidelines. Accordingly, LeBoeuf has prepared and submits as Exhibit 13 - 19 replacement invoices (each accompanied by corrected expense detail) for the periods June 25, 1999 through July 31, 1999 (Exhibit 13), August 1, 1999 through August 31, 1999 (Exhibit 14), September 1, 1999 through September 30, 1999 (Exhibit 15), October 1, 1999 through October 31, 1999 (Exhibit 16), November 1, 1999 through November 30, 1999 (Exhibit 17), December 1, 1999 through December 31, 1999 (Exhibit 18), January 1, 2000 through January 31, 2000 (Exhibit 19). The LeBoeuf invoice for the period February 1 through February 29, 2000 was determined to have been correct as initially submitted and is not attached hereto.

Additionally, LeBoeuf's audit of the Debtors' accounts and LeBoeuf's receipts upon its prior applications for compensation and reimbursement identified that LeBoeuf has received a total of \$115.35 in excess compensation or reimbursement during the pendency of this case. Such amount is comprised of (1) an excess of \$15.00 allowed and received with respect to category 00760 for the RRTA matter for the period June 25, 1999 through July 31, 1999, (2) an excess of \$0.10 allowed and received with respect to LeBoeuf's application for the period August 1, 1999 through August 31, 1999, and (3) an excess of \$100.25 allowed and received with respect to LeBoeuf's application for the period October 1, 1999 through October 31, 1999.

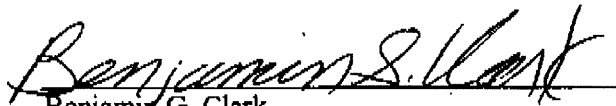
As indicated by Exhibit 20 to this Application, the correction of the disbursements and the foregoing described excess in receipts resulted in a net credit due from LeBoeuf to the Debtors in the amount of \$2,335.71. Accordingly, LeBoeuf has credited such amount against its expenses for the period March 1, 2000 through April 7, 2000, reducing the reimbursement request therefor from \$4,851.84 to \$2,516.13.

WHEREFORE, LeBoeuf prays:

1. That compensation and reimbursement be awarded to LeBoeuf in the total amount of \$34,766.13, which includes \$32,250.00 for professional services rendered and \$2,516.13 for net expenses incurred during the period March 1, 2000 through April 7, 2000;
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 amounts approved in this Application and in prior interim applications filed by LeBoeuf be approved as final compensation as priority administrative expenses pursuant to 11 U.S.C. § 330; and
4. That the Debtor or the Disbursing Agent under the confirmed Plan be order and authorized, pursuant to 11 U.S.C. §§ 330 and the confirmed Plan, to pay such amounts from the estate as set forth herein pursuant to such Plan.

DATED this 18th day of May 2000.

LeBOEUF, LAMB, GREENE & MacRAE, L.L.P.



Benjamin G. Clark
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Telephone: (713) 287 2000
Fax: (713) 287 2100
Special Corporate Counsel for the Debtors

CERTIFICATE OF SERVICE

I certify that on May 18, 2000, a true and correct copy of the foregoing was served upon the following parties by U.S. First Class mail, postage pre-paid.

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Counsel to any official committee of creditors appointed by the United States Trustee (collectively "Committee")

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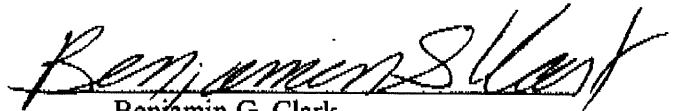
United States Trustee

Attention: Daniel K. Astin, Esq.

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Benjamin G. Clark