

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

*In re:* ) Chapter 11  
)  
PLIANT CORPORATION, et al.<sup>1</sup> ) Case No. 06-10001 (MFW)  
)  
Debtors. ) Jointly Administered  
)  
) **Hearing Date: September 20, 2006 @ 9:30 a.m. (ET)**  
) **Objection Deadline: September 13, 2006 @ 4:00 p.m. (ET)**

**FINAL FEE APPLICATION OF ASHBY & GEDDES, P.A., AS DELAWARE COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR FINAL  
APPROVAL AND ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD JANUARY 23, 2006 THROUGH JULY 18, 2006**

Name of Applicant: Ashby & Geddes, P.A.

Authorized to Provide Professional Services to: The Official Committee of Unsecured Creditors

Date of Retention: March 8, 2006, *nunc pro tunc* effective as of January 23, 2006

Period for which compensation and reimbursement is sought: January 23, 2006 through July 18, 2006

Amount of compensation sought as actual, reasonable and necessary: \$153,752.50 (which includes \$2,500 for estimated final fee application preparation and proceedings)

Amount of expense reimbursement sought as actual, reasonable and necessary: \$15,588.32

This is a:  Monthly  Interim  Final Application.

<sup>1</sup> The Debtors are: Uniplast Holdings, Inc., Pliant Corporation, Pliant Corporation International, Pliant Solutions Corporation, Pliant Film Products of Mexico, Inc., Pliant Packaging of Canada, LLC, Pliant Investment, Inc., Alliant Company LLC, Uniplast U.S., Inc., Uniplast Industries Co., and Pliant Corporation of Canada Ltd.

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

		<b>Requested</b>		<b>Approved</b>	
<b>Date Filed</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expenses</b>
3/14/06 (1 <sup>st</sup> Fee App)	1/23/06 – 1/31/06	\$11,312.40 (80% of \$14,140.50)	\$401.54	\$14,140.50	\$401.54
3/27/06 (2 <sup>nd</sup> Fee App)	2/1/06 – 2/28/06	\$24,422.80 (80% of \$30,528.50)	\$1,496.23	\$30,528.50	\$1,496.23
4/27/06 (3 <sup>rd</sup> Fee App)	3/1/06 – 3/31/06	\$19,424.00 (80% of \$24,280.00)	\$2,812.38	\$24,280.00	\$2,812.38
<b>5/15/06 (1<sup>st</sup> INTERIM FEE APP)</b>	<b>1/23/06 – 3/31/06</b>	<b>\$68,949.00</b>	<b>\$4,710.15</b>	<b>\$68,949.00</b>	<b>\$4,710.15</b>
5/30/06 (4 <sup>th</sup> Fee App)	4/1/06 – 4/30/06	\$17,409.60 (80% of \$21,762.00)	\$3,742.89	\$21,762.00	\$3,742.89
6/27/06 (5 <sup>th</sup> Fee App)	5/1/06 – 5/31/06	\$19,478.80 (80% of \$24,348.50)	\$4,479.09	N/A	N/A
7/24/06 (6 <sup>th</sup> Fee App)	6/1/06 – 6/30/06	\$27,365.60 (80% of \$34,207.00)	\$2,402.63	N/A	N/A
8/9/06 (7 <sup>th</sup> Fee App)	7/1/06 – 7/18/06	\$1,588.80 (80% of \$1,986.00)	\$253.56	N/A	N/A

### SUMMARY OF PROFESSIONALS

<u>Name</u>	<u>Position</u>	<u>Hourly Rate</u>	<u>Hours</u>	<u>Value</u>
William P. Bowden (WPB)	Partner 16+ years	\$455.00	4.70	\$2,138.50
Don A. Beskrone (DAB)	Partner, 1 year	\$400.00	283.40	\$113,360.00
Gregory A. Taylor (GAT)	Associate, 5+ years	\$300.00	53.60	\$16,080.00
Benjamin Keenan (BK)	Associate, 1 year	\$195.00	33.20	\$6,474.00
Cathie J. Boyer (CJB)	Paralegal, 13+ years	\$160.00	8.60	\$1,376.00
Jared F. Schierbaum (JS)	Paralegal, 3+ years	\$160.00	73.40	\$11,744.00
Susan J. Brown (SJB)	Paralegal, 2 years	\$160.00	.50	\$80.00
<b>Totals/Average Hourly Rate</b>		<b>Blended Rate: \$330.67</b>	<b>457.40</b>	<b>\$151,252.50</b>

**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Asset Disposition	1.90	\$760.00
Business Operation	5.20	\$1,672.00
Case Administration	135.00	\$44,416.50
Claims Administration	2.30	\$794.00
Employee Benefits	4.30	\$1,531.00
Fee/Employment Applications	119.50	\$33,255.50
Fee/Employment Objections	1.60	\$315.00
Financing	8.20	\$2,606.00
Litigation	7.70	\$1,600.00
Plan and Disclosure Statement	156.50	\$58,722.50
Relief From Stay	.50	\$150.00
Committee Administration	14.70	\$5,430.00
<b>Grand Total</b>	<b>457.40</b>	<b>\$151,252.50</b>

**EXPENSE SUMMARY**

<b>Category of Expenses</b>	<b>Amount</b>
Blue Marble (Copy & Delivery Service)	\$5,842.82
Costs Advanced	\$556.21
Federal Express	\$165.23
Photocopies	\$3,908.90
Pacer Service – On Line Bankruptcy Court	\$422.08
Parcels, Inc. (Copy & Delivery Service)	\$2,142.18
Postage	\$2,235.17
Staff Overtime	\$168.13
Facsimile	\$130.00
Long Distance Telephone	\$17.60
<b>Total</b>	<b>\$15,588.32</b>

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TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR FINAL  
APPROVAL AND ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD JANUARY 23, 2006 THROUGH JULY 18, 2006**

Pursuant to 11 U.S.C. §§ 330 and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure, and this Court's February 2, 2006 Order, Under 11 U.S.C. §§ 105 and 331 Establishing Procedures for Interim Compensation and Expense Reimbursement of Professionals and Committee Members (the "Administrative Fee Order"), the law firm of Ashby & Geddes, P.A. ("Ashby & Geddes") hereby submits this Final Fee Application ("Final Fee Application") for allowance and compensation for professional legal services rendered as Delaware counsel to the Official Committee of Unsecured Creditors (the "Committee") of the debtors, Pliant Corporation., *et al.* ("Debtors"), in an amount of \$153,752.50 (which includes \$2,500 for estimated final fee application preparation and proceedings) together with reimbursement of Ashby & Geddes' actual and necessary expenses incurred in the amount of \$15,588.32 for the period commencing January 23, 2006 through July 18, 2006, (the "Final Compensation Period"). In support of this Final Fee Application, Ashby & Geddes respectfully represents as follows:

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<sup>1</sup> The Debtors are: Uniplast Holdings, Inc., Pliant Corporation, Pliant Corporation International, Pliant Solutions Corporation, Pliant Film Products of Mexico, Inc., Pliant Packaging of Canada, LLC, Pliant Investment, Inc., Alliant Company LLC, Uniplast U.S., Inc., Uniplast Industries Co., and Pliant Corporation of Canada Ltd.

## I. JURISDICTION

1. This Court has subject matter jurisdiction pursuant to 28 U.S.C. §1334. This Application constitutes a core proceeding under 28 U.S.C. §157(b)(2)(A) and (B).

## II. BACKGROUND

2. On January 3, 2006 (the "Petition Date"), the Debtors filed voluntary petitions for relief under Chapter 11 under Title 11 of the United States Code (the "Bankruptcy Code").

3. During the course of their cases, the Debtors continued to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On January 13, 2006, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code.

5. On February 15, 2006 the Committee filed and served the Application to Retain Ashby & Geddes as Delaware Counsel to the Official Committee of Unsecured Creditors (the "Retention Application"). Through the Retention Application, the Committee sought authorization to employ Ashby & Geddes as Delaware counsel, *nunc pro tunc*, effective January 23, 2006. On March 8, 2006 the Court entered the order approving the Retention Application (Docket No. 310).

6. On June 23, 2006, the Court entered its *Order Confirming Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the United States Bankruptcy Code* (the "Confirmation Order") [Docket No. 923]. The Confirmation Order provides that all professionals retained in the Debtor's chapter 11 case shall file a final fee application for compensation and reimbursement of expenses on or before August 18, 2006, for the period from the Petition Date through and including July 18, 2006.

7. The Plan became effective as of July 18, 2006.

### **III. RELIEF REQUESTED**

8. Through this Final Fee Application, Ashby & Geddes seeks final allowance and payment of \$153,752.50 (which includes \$2,500 for estimated final fee application preparation and proceedings) in fees for services rendered during the Final Compensation Period and reimbursement of \$15,588.32 for reasonable and necessary expenses incurred during the Final Compensation Period to the extent such amounts have not already been paid. These fees and expenses are detailed in Exhibit A attached hereto, and also in summaries pursuant to Del. Bankr. L.R. 2016-2 (c) in the preliminary pages of this Final Fee Application. Thus, Ashby & Geddes seeks final allowance and payment in the total amount of **\$166,840.82**.

9. Ashby & Geddes has received no payment and no promises for payment from any other source for services rendered during the Final Compensation Period in connection with the Debtors' cases. There exists no agreement or understanding between Ashby & Geddes and any other person for the sharing of any compensation to be received for services rendered by Ashby & Geddes in the Debtors' cases.

10. All services for which final allowance and compensation is requested by Ashby & Geddes pursuant to this Application were performed for or on behalf of the Committee in this case.

11. This is Ashby & Geddes' Final Fee Application.

### **IV. SUMMARY OF SERVICES RENDERED**

12. During the Final Compensation Period, Ashby & Geddes was requested to undertake a variety of services on behalf of the Committee, which are summarized below (the description of these services is amplified on a day to day basis on Exhibit A hereto). Among the

other services, the services rendered to the Committee by Ashby & Geddes during the Final Compensation Period include, but are not limited to:

- (i) providing legal advise with respect to the Committee's powers and duties as an official committee appointed under 1102 of the bankruptcy code;
- (ii) preparing on behalf of the Committee necessary applications, motions, complaints, answers, orders, agreements and other legal papers;
- (iii) appearing in Court to present necessary motions, applications and pleadings and otherwise protecting the interests of the Committee; and
- (iv) reviewing, analyzing and advising the Committee with respect to revised drafts of the Debtors' proposed Disclosure Statement and Plan of Reorganization;
- (v) preparing, reviewing and/or filing fee applications for the Committee's professionals; and
- (vi) performing other tasks as requested by the Committee and/or the Committee's professionals as described on Exhibit A;

13. Ashby & Geddes has maintained detailed records of the time spent in the rendition of professional services to the Committee during the Final Compensation Period. Attached hereto as Exhibit A and incorporated herein by reference are true and correct copies of the monthly billing statements prepared for the services rendered in these cases by Ashby & Geddes (the "Billing Statements"). The Billing Statements are in the same form regularly used by Ashby & Geddes to bill its clients for services rendered and includes the date that the services were rendered, a detailed, contemporaneous narrative description of the services provided, the amount of time spent for each service and the designation of the professional who performed the service.



14. Ashby & Geddes has coordinated with the professionals at Lowenstein Sandler, PC the Committee's lead counsel, to minimize duplication of effort among the Committee's professionals. Similarly, Ashby & Geddes has endeavored to staff this matter as efficiently as possible and to avoid internal duplication of effort.

## **V. SUMMARY OF EXPENSES**

15. Set forth below are the rates for the expenses incurred by Ashby & Geddes for which reimbursement is requested pursuant to this Application, as well as the basis for such rates for the identified expense items: This information is also set forth in Exhibit A hereto:

a) Copy charges: Ashby & Geddes charges 10 cents per page for copies and such charge is based on an analysis of the cost to Ashby & Geddes to make a copy;

b) Computer research charges: Ashby & Geddes passes through on an exact cost basis all computer-assisted research charges;

c) Facsimile charges: Ashby & Geddes does not charge for incoming facsimile. Ashby & Geddes charges \$.50 per page for outgoing facsimile.

## **VI. ALLOWANCE OF COMPENSATION**

16. On February 1, 2006, the Court entered the Administrative Fee Order, which set forth a procedure for compensating professionals. The Administrative Fee Order specifically provides that all fees and expenses received remain subject to the Court's final allowance.

17. Thus, through this Final Fee Application, Ashby & Geddes seeks final allowance and payment of \$153,752.50 (which includes \$2,500 for estimated final fee application preparation) in fees for service rendered and reimbursement of \$15,588.32 for reasonable and necessary expenses. A Notice of Final Application will be filed and served on all parties requesting notice under Bankruptcy Rule 2002.

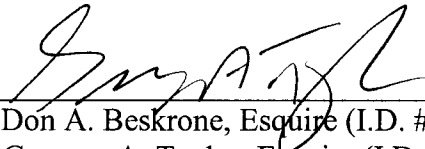
18. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Ashby & Geddes in this Final Fee Application is fair and reasonable given (a) the complexity, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, Ashby & Geddes has reviewed the requirements of Del. Bankr. L.R. 2016-2 and believes that this Final Fee Application complies with that Rule.

WHEREFORE, Ashby & Geddes respectfully requests the entry of an order providing that, for the period of January 23, 2006 through July 18, 2006, an allowance be made to Ashby & Geddes for: (a) compensation in the amount of \$153,752.50 (which includes \$2,500 for estimated final fee application preparation and proceedings) (\$12,108.30 holdback fees sought) for services rendered, (b) reimbursement of expenses in the amount \$15,588.32, (c) authorizing and directing the Debtors to pay to Ashby & Geddes all amounts requested herein less amounts previously paid to Ashby & Geddes, and (d) granting such and further relief as the Court may deem proper.

Dated: August 16, 2006

ASHBY & GEDDES, P.A.

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\_\_\_\_\_  
Don A. Beskrone, Esquire (I.D. #4380)  
Gregory A. Taylor, Esquire (I.D. #4008)  
222 Delaware Avenue, 17<sup>th</sup> Floor  
P.O. Box 1150  
Wilmington, DE 19899  
Telephone: (302) 654-1888  
Facsimile: (302) 654-2067

*Delaware Counsel to the Official  
Committee of Unsecured Creditors*

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

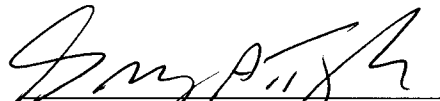
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PLIANT CORPORATION, <u>et al.</u> , <sup>1</sup>	)	Case No. 06-10001 (MFW)
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Debtors.	)	Jointly Administered
	)	
	)	

**VERIFICATION**

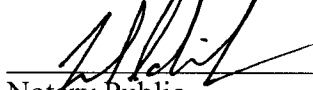
State of Delaware :  
County of New Castle :

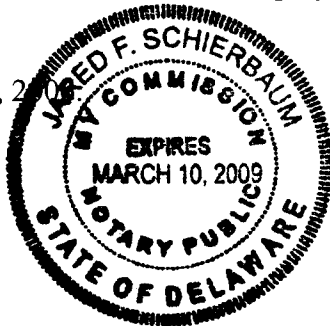
Gregory A. Taylor, after being duly sworn according to law, deposes and says:

- (a) I am an attorney of the applicant firm, Ashby & Geddes, and have been admitted to appear before this Court.
- (b) I have personally performed many of the legal services rendered by Ashby & Geddes as Delaware counsel to the Official Committee of Unsecured Creditors (the "Committee") and am generally familiar with the other work performed on behalf of the Committee by the lawyers in the firm.
- (c) I have reviewed the foregoing Final Fee Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. L.R. 2016-2, and submit that the Final Fee Application substantially complies with such Rule.

  
 Gregory A. Taylor (ID. #4008)

SWORN AND SUBSCRIBED  
before me this 16<sup>th</sup> day of August, 2006

  
 \_\_\_\_\_  
 Notary Public



172043v1

<sup>1</sup>The Debtors are: Uniplast Holdings, Inc., Pliant Corporation, Pliant Corporation International, Pliant Solutions Corporation, Pliant Film Products of Mexico, Inc., Pliant Packaging of Canada, LLC, Pliant Investment, Inc., Alliant Company LLC, Uniplast U.S., Inc., Uniplast Industries Co., and Pliant Corporation of Canada Ltd.

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

*In re:*

PLIANT CORPORATION, et al.,

Debtors.

Chapter 11

Case No. 06-10001 (MFW)

Jointly Administered

Related Docket No. \_\_\_\_\_

**ORDER ALLOWING FINAL FEE APPLICATION OF ASHBY & GEDDES P.A. AS  
DELAWARE COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF  
JANUARY 23, 2006 THROUGH JULY 18, 2006**

Having considered the Final Fee Application of Ashby & Geddes, P.A. for compensation for services rendered in the amount of \$153,752.50, and reimbursements of expenses incurred in the amount of \$15,588.32, on behalf of the Committee and upon adequate notice of the Final Fee Application having been provided to the above-captioned Debtors, creditors and other parties in interest, and the Court having considered all papers submitted, and for good cause shown:

**IT IS, HEREBY ORDERED:**

That Ashby & Geddes, P.A., be, and hereby is, allowed a final allowance of compensation for services rendered in the sum of \$153,752.50 and reimbursement for costs in the sum of \$15,588.32 for services rendered by it to the Committee for the period of January 23, 2006 through July 18, 2006. The Debtors are authorized and directed to pay, within ten (10) days of this Order, all fees and expenses awarded by this Order to the extent such fees and expenses have not already been paid.

Dated: \_\_\_\_\_, 2006

\_\_\_\_\_  
HONORABLE MARY F. WALRATH  
UNITED STATES CHIEF BANKRUPTCY JUDGE