UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:) Case No. 06-10001-MWF
PLIANT CORPORATION, et al.,) Chapter 11
Deldama) Jointly Administered
Debtors.)
COMPENSATION AND REIMBURS AUDITORS AND TAX SERVICES MONTHLY PERIOD OF JULY 1, 20	APPLICATION OF ERNST & YOUNG LLP FOR SEMENT OF EXPENSES AS ACCOUNTANTS, PROVIDERS TO THE DEBTORS FOR THE 006 THROUGH JULY 18, 2006, AND FOR THE UARY 3, 2006 THROUGH JULY 18, 2006
Name of applicant:	ERNST & YOUNG LLP
Authorized to provide professional services to:	<u>Debtors</u>
Date of retention:	<u>January 3, 2006</u>
Final Period for which compensation and reimbursement is sought:	January 3, 2006 Through July 18, 2006
Final Amount of compensation sought as actual, reasonable and necessary	<u>\$ 365,170.00</u>
Final Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$ 21,577.00</u>
Monthly Period for which compensation and reimbursement is sought:	July 1, 2006 Through July 18, 2006
Monthly Amount of compensation sought as actual, reasonable and necessary	<u>\$ 14,603.00</u>
Monthly Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$ 0.00</u>
This is an: interim X final application	

Prior Ernst & Young LLP applications:

		Requested		Requested Approved		
Date Filed / Docket No.	Period Covered	Fees	Expenses	Fees	Expenses	Order Entered
3/30/06 Dkt # 433	1/3/06 – 2/28/06	\$122,898.00	\$17,071.00	\$122,898.00	\$17,071.00	7/18/06 Dkt # 971
4/28/06 Dkt # 624	3/1/06 – 3/31/06	\$105,125.00	\$3,832.00	\$105,125.00	\$3,832.00	7/18/06 Dkt # 971
5/31/06 Dkt # 822	4/1/06 – 4/30/06	\$34,122.00	\$274.00	\$0.00	\$0.00	
7/6/06 Dkt # 949	5/1/06 — 5/31/06	\$74,340.00	\$292.00	\$0.00	\$0.00	
8/2/06 Dkt # 1021	6/1/06 6/30/06	\$14,082.00	\$108.00	\$0.00	\$0.00	

COMPENSATION BY PROFESSIONAL

HOURLY RATE SERVICES FOR THE PERIOD FROM JANUARY 3, 2006 THROUGH JULY 18, 2006

Name of Professional	Position, Area of Expertise, Number of Years in Practice, Year of Obtaining License to Practice	Hourly Billing Rate	Total Hours Billed	Total Compensation
Jacob Blank	Tax Partner	630	2.0	1260
Wendy Brueggeman	Senior tax accountant, 4 years in practice	315	24.2	7687
Sarah Carano	Audit Senior	315	106.0	30091
Miriam Clements	Audit Senior Manager	375	50.0	18750
Andrew Dubroff	Tax Partner, 23 years in practice	630	10.5	6615
Karen Erickson	Tax Sr. Manager, 16 years in practice, CPA obtained 1994	455	7.5	3412
Irene Holmen	Tax Partner, 18 years in practice, CPA obtained 1988	630	46.7	29421
Tyler Juckem	Tax Manager, 7 years in practice, CPA obtained 2001	385	1.9	732
Mark Kaplan	Tax Senior Manager	455	2.0	910
Richard Liebman	Tax Executive Director, 27 years in practice, CPA obtained 1975	665	87.7	58321
Simon Moore	Tax Partner, 10 years in practice, CPA obtained 1990	600	.5	300
Gary Nidetz	Audit Staff	150	33.8	5070
Kathleen O'Conner	Tax Staff 1	150	2.5	375
Tom O'Conner	Audit Manager	360	19.0	6840
Bhavesh Patel	Tax Staff	180	3.5	630
Joshua Simpson	Audit Staff	150	1.0	150
James Sommers	Audit Partner	390	2.0	780
Randall Tavierne	Audit Partner	390	34.0	- 13260
Jamie Thorvilson	Manager – Audit Hours	360	23.7	8388
Jamie Thorvilson	Tax Manager	385	42.7	16503
Andrew Wagoner	Audit Staff 1	150	.5	75
Jeremy Witt	Audit Staff	150	4.0	600
Grand Total:			505.7	210,170
Blended Rate:				415.60

FLAT FEE SERVICES FOR THE PERIOD FROM JANUARY 3, 2006 THROUGH JULY 18, 2006

Position, Area of Expertise, Number of Years in Practice, Year of Obtaining License to Practice		Total Hours Billed	
Wendy Brueggeman	Audit Senior	75.8	
Sarah Carano	Audit Senior, 5 years in practice, CPA obtained 2003	510.5	
Miriam Clements	Audit Sr. Manager, 18 years in practice, CPA obtained 1988	152.5	
Kory Craig Kebert	Audit Intern	16.0	
Christopher Free	Audit Staff, 2 years in practice	405.0	
William McShan	Audit Director	1.0	
Paige Nejman	Audit Sr. Manager	7.0	
Thomas O'Conner	Audit Manager, 25 years in practice, CPA obtained 1981	279.0	
Kenneth Peterson	Audit Partner	.2	
Mark Sassetto	Audit Staff	48.0	
Sarah Slater-Sturtevant	Audit Senior, 3 years in practice, CPA obtained 2004	371.0	
James Somers	Audit Partner	8.5	
Mark Sassetti	Audit Staff	21.0	
Randall Tavierne	Audit Partner, 23 years in practice, CPA obtained 1996	09.0	
Jamie Thorvilson	Audit Manager	51.5	
Sarah Wear	Audit Staff	2.5	
Jeremy Witt	Audit Staff, 1 year in practice	307.0	
Grand Total:		2,365.5	

COMPENSATION BY PROJECT CATEGORY FOR THE PERIOD FROM JANUARY 3, 2006 THROUGH JULY 18, 2006

Project Category	Total Hours	Total Fees
Audit – Year end audit procedures	2365.5	Flat fee – 155,000
Tax – 165 Issues	1.1	695
Tax – Section 351	.4	266
Tax – Section 368matters	4.0	2,520
Tax - Sec382 assistance	10.0	4,901
Tax – BIG	1.4	539
Tax – Bankruptcy issues	20.2	10,179
Tax - Canadian issues	10.1	5,392
Tax- Conference calls with Pliant	5.4	3,084
Tax – Independence issues	.3	189
Tax – Discussions of 265/COD with Rich	2.6	1,705
Tax – Meetings between EY and client re: various tax matters	12.4	8,194
Tax – Debt	4.0	2,926
Tax – Merger	6.6	4,389
Tax - Engagement Letter	16.1	10,497
Tax – Gain estimates	1.1	571
Tax - Holdco	6.0	3,836
Tax – Loss Planning	1.5	945
Tax – Misc consulting	. 29.3	20,629
Tax – NOL issues	18.7	11,224
Tax – NUBIG	22.1	8,851
Tax - PCAOB	1.6	1,064
Tax – State Matters	.6	378
Tax –State and local issues	4.2	2,132
Tax – Subsidiary Calculation	1.1	501
Tax- Tax Basis	19.4	6,492
Tax – Tax Opinion	2,5	1,593
Tax – Misc (administration)	6.0	2,315
Tax - Richard Liebman-Project Management	1.2	798
Tax - Stock	4.5	2,992
Tax –Valuation	4.0	2,755
Audit – Bankruptcy Issues	2.0	728 ⁻
Audit – Durham Claim Assistance	15.5	5,768
Audit – FAS 150	5.0	1,875
Audit – Meeting w/ Pliant	16.2	6,095
Audit – 1 st Quarter Provision	13.8	4,968
Audit -1 st Quarter Review Procedures	179.5	51,632
Audit - Workpaper management	8.7	2,741
Audit – Planning for 2006 audit	41.5	13,088
Audit – 2006 Provision	1.0	360
Audit – Misc	1.3	363
Totals:		365,170

EXPENSE SUMMARY FOR THE PERIOD FROM JANUARY 3, 2006 THROUGH JULY 18, 2006

Expense Category	Service Provider (if applicable)	Total Expenses		
Air		7,812		
Ground Transportation		8,055		
Lodging		3,706		
Meals		1,965		
Phone		39		
Total:		. 21,577		

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:)	Case No. 06-10001-MWF
)	
PLIANT CORPORATION, et al.,)	Chapter 11
· · · · · · · · · · · · · · · · · · ·)	Jointly Administered
Debtors.)	

SIXTH MONTHLY AND FINAL FEE APPLICATION OF ERNST & YOUNG LLP FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES AS ACCOUNTANTS, AUDITORS AND TAX SERVICES PROVIDERS TO THE DEBTORS FOR THE MONTHLY PERIOD OF JULY 1, 2006 THROUGH JULY 18, 2006, AND FOR THE FINAL PERIOD FROM JANUARY 3, 2006 THROUGH JULY 18, 2006

Ernst & Young hereby makes its sixth monthly application for fees and expenses incurred during the period from July 1, 2006 through July 18, 2006 and its final fee application (collectively, the "Application") for the allowance of professional fees incurred as accountants, auditors and tax services providers for the above-captioned debtors during the period from January 3, 2006 through July 18, 2006 (the "Final Application Period"). In support of this application, Ernst & Young LLP states as follows:

- 1. Debtors filed their voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code on January 3, 2006 (the "Petition Date").
- 2. Debtors filed their application seeking the retention of Ernst & Young LLP as accountants, auditors and tax services providers for the Debtors on February 2, 2006, nunc pro tunc to January 3, 2006. This Court, by order dated February 21, 2006, approved the Debtors' retention of Ernst & Young LLP as accountants, auditors and tax services providers to the Debtors (the "Ernst & Young LLP Retention Order"). Through the Ernst & Young LLP Retention Order, this Court approved Ernst & Young LLP charging periodic fixed audit fees and reimbursement of actual expenses to Ernst & Young LLP for the rendering of audit services to

Debtors, in accordance with the terms of Ernst & Young LLP's engagement letter with the Debtors dated January 3, 2006 (the "Engagement Letter"). In addition, the Ernst & Young LLP Retention Order approved Ernst & Young LLP's charging of fees for the rendering of additional audit services (the "Additional Audit Services") to the Debtors to be based upon Ernst & Young LLP's hourly rates in accordance with the terms of the Engagement Letter and to receive payment for the Additional Audit Services in addition to the fixed audit fees.

- 3. This Court, by Order dated February 21, 2006, also approved the Debtors' retention of Ernst & Young LLP as tax advisors for the Debtors (the "Ernst & Young LLP Supplemental Retention Order"). In the Ernst & Young LLP Supplemental Retention Order, the Court approved Ernst & Young LLP charging fees for the rendering of additional tax services (the "Additional Tax Services") to the Debtors based upon Ernst & Young LLP's hourly rates in accordance with the terms of Ernst & Young LLP's engagement letter with the Debtors dated January 25, 2006 (the "Supplemental Engagement Letter").
- 4. This Application is being filed pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals Pursuant to 11 U.S.C. §§ 105(a) and 331, entered by this Court on January 31, 2006, and pursuant to the Debtors' Fourth Amended Joint Plan of Reorganization, which was confirmed by order of this Court on June 23, 2006. This Application is filed by Ernst & Young LLP seeking approval on a final basis of compensation and reimbursement of expenses incurred for the Final Application Period, and payment from the Debtors for any such unpaid fees and expenses as follows:
 - a. \$228,023.00 of fees and \$20,903.00 of expenses, representing all fees and expenses for services performed by Ernst & Young LLP on behalf of the Debtors during

the First Interim Application Period of January 3, 2006 through March 31, 2006 (the "First Interim Application Request").

- b. \$122,544.00 of fees and \$674.00 of expenses, representing all fees and expenses for services performed by Ernst & Young LLP on behalf of the Debtors during the Second Interim Application Period of April 1, 2006 through June 30, 2006 (the "Second Interim Application Request").
- c. \$14,603 of fees and \$0.00 of expenses, representing all fees and expenses for services performed by Ernst & Young LLP on behalf of the Debtors since the end of the Second Interim Application Period, from July 1, 2006 through July 18, 2006.
- d. Final authority to apply the \$77,727 retainer (the "Retainer") held by Ernst &Young LLP against the fees and expenses sought for final approval herein.
- e. Payment by the Debtors to Ernst & Young LLP for the total amount awarded hereunder less the Retainer and less any amounts previously paid by the Debtors to Ernst & Young LLP for services performed and expenses incurred during the period January 3, 2006 through July 18, 2006.

SUMMARY OF SERVICES RENDERED

5. As contemplated in the Retention Application, Applicant's services to the Debtors include accounting, auditing and tax services. In particular, Applicant anticipated that it would perform the following services, among others, in these chapter 11 cases:

Accounting and Audit Services:

- Perform the annual audit of the consolidated financial statements of Pliant Corporation, included in its Annual Report on Form 10-K, for the year ended December 31, 2005.
- Perform quarterly reviews of the consolidated financial statements of Pliant Corporation, included in its Quarterly Reports on Form 10-Q.

- Provide consents and/or comfort letters related to filings with the Securities and Exchange Commission or other transactions.
- Provide research and consultations with management of the Pliant Corporation regarding financial accounting and reporting matters.
- Participate in all scheduled meetings of the Audit Committee of Pliant Corporation.
- Attend the Annual Meeting of the Shareholders of Pliant Corporation.
- Prepare management letter.

Tax Services

- Provide tax consulting services.
- Provide federal and state technical, computational and compliance support to the Debtors tax and financial management in connection with the Debtors' chapter 11 bankruptcy cases with regard to:
 - (i) Various matters related to cancellation of indebtedness, including taxability and related reduction of tax attributes;
 - (ii) Matters related to availability of the Debtors' NOLs to offset income generated by the proposed transaction, including technical matters and analytical matters under Section 382;
 - (iii) Consolidated return matters including assistance with determination of stock basis in subsidiary members of the group;
 - (iv) Alternative minimum tax matters;
 - (v) Determination of tax basis of assets on an entity by entity basis; and
 - (vi) Consideration of relevant foreign tax matters, if applicable.
- 6. On March 28, 2006 Ernst & Young LLP delivered its First Monthly Application of Ernst & Young LLP for Allowance of Compensation and Reimbursement of Expenses
 Incurred as Accountants, Auditors and Tax Service Providers to the Debtors for the Period from January 3, 2006 through February 28, 2006 (the "First Monthly Application") seeking approval and allowance of compensation totaling \$122,898.00 and expenses of \$17,071.00. A copy of the First Monthly Application, including the supporting daily time and expense detail is attached

hereto as Exhibit A. On May 9, 2006, the Debtors paid a total of \$115,389.40 (representing 80% of fees and 100% of expenses) to Ernst & Young LLP for fees and expenses for the period from January 3, 2006 through February 28, 2006. The Debtors withheld \$24,579.60 of the fees sought in the First Monthly Application (the "First Monthly Hold-back Amount"), which represents the 20% holdback for the fees incurred from January 3, 2006 through February 28, 2006.

- 7. On April 28, 2006 Ernst & Young LLP filed its Second Monthly Application of Ernst & Young LLP for Allowance of Compensation and Reimbursement of Expenses Incurred as Accountants, Auditors and Tax Service Providers to the Debtors for the Period from March 1, 2006 through March 31, 2006 (the "Second Monthly Application") seeking approval and allowance of fees of\$105,125.00 and expenses of \$3,832.00. A copy of the Second Monthly Application, including the supporting daily time and expense detail is attached hereto as Exhibit B. On June 21, 2006, the Debtor paid a total of \$87,932.00 (representing 80% of fees and 100% of expenses) to Ernst & Young LLP for fees and expenses for the period from March 1, 2006 through March 31, 2006. The Debtors withheld \$21,025.00 of the fees from amounts sought in the Second Monthly Application (the "Second Monthly Hold-back Amount"), which represents the 20% holdback for the fees incurred from March 1, 2006 through March 31, 2006.
- 8. On May 26, 2006 Ernst & Young LLP delivered its Third Monthly Application of Ernst & Young LLP for Allowance of Compensation and Reimbursement of Expenses Incurred as Accountants, Auditors and Tax Service Providers to the Debtors for the Period from April 1, 2006 through April 30, 2006 (the "Third Monthly Application") seeking approval and allowance of compensation totaling \$34,122.00 and expenses of \$274.00. A copy of the Third Monthly Application, including the supporting daily time and expense detail is attached hereto as Exhibit C. On July 7, 2006, the Debtors paid a total of \$27,571.60 (representing 80% of fees and 100%

of expenses) to Ernst & Young LLP for fees and expenses for the period from April 1, 2006 through April 30, 2006. The Debtors withheld \$6,824.40 of the fees sought in the Third Monthly Application (the "Third Monthly Hold-back Amount"), which represents the 20% holdback for the fees incurred from April 1, 2006 through April 30, 2006.

- 9. On June 22, 2006 Ernst & Young LLP delivered its Fourth Monthly Application of Ernst & Young LLP for Allowance of Compensation and Reimbursement of Expenses Incurred as Accountants, Auditors and Tax Service Providers to the Debtors for the Period from May 1, 2006 through May 31, 2006 (the "Fourth Monthly Application") seeking approval and allowance of compensation totaling \$74,340.00 and expenses of \$292.00. As of the date hereof, the Debtor has not paid any amounts sought under the Fourth Monthly Application. A copy of the Fourth Monthly Application, including the supporting daily time and expense detail is attached hereto as Exhibit D.
- 10. On August 1, 2006 Ernst & Young LLP delivered its Fifth Monthly Application of Ernst & Young LLP for Allowance of Compensation and Reimbursement of Expenses
 Incurred as Accountants, Auditors and Tax Service Providers to the Debtors for the Period from June 1, 2006 through June 30, 2006 (the "Fifth Monthly Application") seeking approval and allowance of compensation totaling \$14,082.00 and expenses of \$108.00. As of the date hereof, the Debtor has not paid any amounts sought under the Fifth Monthly Application. A copy of the Fifth Monthly Application, including the supporting daily time and expense detail is attached hereto as Exhibit E.
- During the period from July 1, 2006 through July 18, 2006 (the "Sixth Monthly Period"), Ernst & Young LLP incurred \$14,603.00 in fees and \$0.00 in expenses. A copy of the supporting daily time detail for the Sixth Monthly Period is attached hereto as Exhibit F.

- 12. As of the date hereof, Ernst & Young LLP is currently owed a total of \$155,854.00 in unpaid fees and expenses incurred for the Final Fee Application Period (prior to application of the Retainer), which consists of (a) \$24,579.60 representing the First Monthly Hold-back Amount (b) \$21,025.00 representing the Second Monthly Hold-back Amount (c) \$6,824.40 representing the Third Monthly Hold-back Amount (d) \$74,632.00 representing fees and expenses for the period from May 1, 2006 through May 31, 2006, (e) \$14,190.00 representing fees and expenses for the period from June 1, 2006 through June 30, 2006 and (f) \$14,603 representing fees for the period from July 1, 2006 through July 18, 2006. Accordingly, Ernst & Young LLP seeks Court authorization to apply the Retainer to the \$155,854.00 currently owed, and seeks Court authorization for the Debtors to pay Ernst & Young LLP the balance.
- 13. Other than the payments noted in paragraphs 5, 6 and 7 above, and other than the Retainer, during the Final Application Period Ernst & Young LLP did not receive any payments or promises of payments from any source for services rendered or to be rendered in connection with these Chapter 11 cases.
- 14. In accordance with the terms of the Retention Application and Retention Order, Applicant will apply the balance of the Retainer, in the amount of \$77,727, against its allowed post-petition fees and expenses prior to seeking payment of any fees and expenses included in this Application.
- 15. The nature of Ernst & Young LLP's fee arrangement is consistent with the current practices of Ernst & Young LLP for audit and tax services provided to companies in other bankruptcy and non-bankruptcy matters.
- 16. No agreement or understanding exists between Ernst & Young LLP and any other person or entity for the sharing of compensation received for services rendered in connection

with this case.

17. All services rendered and all expenses incurred for which compensation or reimbursement is sought have been rendered or incurred exclusively on behalf of Debtors and represent necessary and proper expenses.

WHEREFORE, Ernst & Young LLP respectfully requests that an Order be entered authorizing and approving:

- A. Final approval of compensation in the amount of \$365,170.00, incurred in connection with services rendered to the Debtors during the Final Application Period (the "Final Compensation Request")
- B. Final approval of reimbursement of actual, reasonable and necessary expenses of \$21,577.00 incurred in connection with services rendered to the Debtors during the Final Application Period (the "Final Reimbursement Request")
- C. Final authorization for Ernst & Young LLP to apply the Retainer to the amounts currently owed by the Debtors to Ernst & Young LLP.
- D. Final authorization and direction for the Debtors to promptly pay to Ernst & Young LLP any unpaid fees and expenses sought herein, which currently total \$155,854.00 in unpaid fees and expenses incurred for the Final Fee Application Period (prior to application of the Retainer), which total consists of (a) \$24,579.60 representing the First Monthly Hold-back Amount (b) \$21,025.00 representing the Second Monthly Hold-back Amount (c) \$6,824.40 representing the Third Monthly Hold-back Amount (d) \$74,632.00 representing fees and expenses for the period from May 1, 2006 through May 31, 2006, (e) \$14,190.00 representing fees and expenses for the period from June 1, 2006 through June 30, 2006 and (f) \$14,603.00 representing fees for the period from July 1, 2006 through July 18, 2006. Accordingly, Ernst &

Young LLP seeks Court authorization to apply the Retainer to the \$155,854.00 currently owed, and seeks Court authorization for the Debtors to pay Ernst & Young LLP the balance.

Dated: August 6 2006

ERNST & YOUNG LLP

Randall Tavierne, Parmer ERNST & YOUNG LLP

233 South Wacker Drive, Suite 1600

Chicago, IL 60606 Tel: (312) 879-3695 Fax: (312) 298-7610

Accountants, Auditors and Tax Accountants, Auditors and Tax Service Providers to the Debtors and Debtors-in-

Possession

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:)	Case No. 06-10001-MWF
)	
PLIANT CORPORATION, et al.,)	Chapter 11
· · · · · · · · · · · · · · · · · · ·)	Jointly Administered
Debtors.	·)	

ORDER GRANTING SIXTH MONTHLY AND FINAL FEE APPLICATION OF ERNST & YOUNG LLP FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES AS ACCOUNTANTS, AUDITORS AND TAX SERVICES PROVIDERS TO THE DEBTORS FOR THE MONTHLY PERIOD OF JULY 1, 2006 THROUGH JULY 18, 2006, AND FOR THE FINAL PERIOD FROM JANUARY 3, 2006 THROUGH JULY 18, 2006

Upon consideration of the Sixth Monthly and Final Fee Application of Ernst & Young LLP for Allowance of Interim Compensation for Services Rendered for Sixth Monthly Period of July 1, 2006 through July 18, 2006 and the Final Fee Period of January 3, 2006 through July 18, 2006, together with all supplemental documentation provided to the Court (collectively, the "Application"), adequate and proper notice having been circulated, any objections having been addressed or resolved, and it appearing that the compensation requested is reasonable and a benefit to these estates,

IT IS HEREBY ORDERED THAT:

- (1) Ernst & Young LLP, having requested final approval of compensation and expenses in the amount of \$386,747.00 for services performed for the Debtors and expenses incurred during the period from January 3, 2006 through July 18, 2006, is allowed final compensation and reimbursement of expenses in the amount of \$386,747.00 for such services and expenses.
- (2) Ernst & Young LLP is authorized to apply the \$77,727 Retainer against any unpaid amounts of fees and expenses set forth in paragraph (1) above.

- (3) The Debtors are authorized and directed to pay to Ernst & Young LLP, as compensation for services performed incurred from January 3, 2006 through July 18, 2006, the total amount awarded hereunder (\$386,747) less any amounts previously paid by the Debtors to Ernst & Young LLP (including the Retainer) for services performed and expenses incurred during the period of January 3, 2006 through July 18, 2006 pursuant to this Court's Administrative Order.
- (4) The Application and the entry of this Order are core proceedings within the meaning of 28 U.S.C. § 157(b).

Dated:	, 2006			
		 	BANKRUPTC	Y JUDGE