

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

In re:

PLIANT CORPORATION, et al.,¹

Debtors.

Chapter 11

Case No. 06-10001 (MFW)

Jointly Administered

Hearing Date: September 20, 2006 @ 9:30 a.m. (ET)

Objection Deadline: September 13, 2006 @ 4:00 p.m. (ET)

NOTICE OF FINAL FEE APPLICATION REQUEST

Name of Applicant:

**Lowenstein Sandler PC
65 Livingston Avenue
Roseland, New Jersey 07068
Telephone Number (973) 597-2500**

Authorized to Provide
Professional Services to:

Counsel to the Official Committee of Unsecured Creditors

Date of Retention:

March 8, 2006 (effective as of January 13, 2006)

Period for which Compensation
and Reimbursement is sought:

January 13, 2006 through July 18, 2006

Amount of Compensation sought
As Actual, reasonable
and necessary:

**\$ 785,209.00 (which includes \$3,500.00 for estimated final
fee application preparation and proceedings)**

Amount of Expense Reimbursement
sought as actual, reasonable and
necessary:

\$ 43,718.62

This is a (n) _____ Monthly _____ Interim X Final Application

¹ 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.

PRIOR APPLICATION HISTORY

Date Filed	Period Covered	Requested		Approved		Certificate of No Objection/Signed Order
		Fees	Expenses	Fees	Expenses	
1 - 3/21/06	1/13/06 - 1/31/06	\$111,124.00	\$1,184.82	\$88,899.20	\$1,184.82	Date Filed: 5/3/06 Doc. #642
2 - 5/5/06	2/1/06 - 2/28/06	\$116,043.75	\$4,314.91	\$92,835.00	\$4,314.91	Date Filed: 5/30/06 Doc. #802
3 - 5/12/06	3/1/06 - 3/31/06	\$200,301.50	\$6,063.27	\$160,241.20	\$6,063.27	Date Filed: 6/9/06 Doc. #873
1 st Interim 5/15/06	1/13/06 - 3/31/06	\$427,469.25	\$11,563.00	\$427,469.25	\$11,563.00	S.O. Filed: 7/18/06 Doc. #971
4 - 5/26/06	4/1/06 - 4/31/06	\$133,548.00	\$4,014.59	\$106,838.40	\$4,014.59	Date Filed: 6/20/06 Doc. #899
5 - 7/7/06	5/1/06 - 5/31/06	\$129,669.50	\$11,190.16	\$103,735.60	\$11,190.16	Date Filed: 8/4/06 Doc. #1027
6 - 7/24/06	6/1/06 - 6/30/06	\$71,677.75	\$10,598.44	Pending	Pending	Date Filed: Doc. #
Final	1/13/06 - 7/18/06	\$781,709.00	\$43,718.62	Pending	Pending	S.O. Filed: Doc. #

ATTACHMENT TO FEE APPLICATION
(FOR THE PERIOD JANUARY 13, 2006 THROUGH JULY 18, 2006)

Name of Professional Person	Year Admitted	Total Billed Hours	Hourly Billing Rate	Total Compensation
Barkin, Daniel J.	1989	4.60	\$425.00	\$ 1,955.00
Buechler, Bruce	1987	0.70	445.00	311.50
Buxbaum, Michael A.	1979	188.30	470.00	88,501.00
Kuntz, Laura R.	1982	4.20	435.00	1,827.00
Levine, Sharon L.	1983	163.40	495.00	80,883.00
* Levine, Sharon L. - rate increase	1983	2.90	515.00	1,493.50
Nathan, Bruce S.	1981	3.90	495.00	1,930.50
Prol, Jeffrey D.	1990	92.80	445.00	41,296.00
** Rosen, Kenneth A. - travel time	1979	3.50	272.50	953.75
Rosen, Kenneth A.	1979	273.70	545.00	149,166.50
* Rosen, Kenneth A. - rate increase	1979	2.90	590.00	1,711.00
** Seymour, Mary E. - travel time	1994	5.00	187.50	937.50
Seymour, Mary E.	1994	28.50	375.00	10,687.50
Sherwood, John K.	1986	0.80	445.00	356.00
Wovsaniker, Alan	1977	42.40	450.00	19,080.00
* Wovsaniker, Alan - rate increase	1977	0.40	475.00	190.00
Johnson, Erik W.	2003	0.20	210.00	42.00
Jung, Wojciech F.	2003	292.30	210.00	61,383.00
Kramer, Jeffrey A.	1995	1.60	395.00	632.00
O'Brien, Keith T.	2002	12.00	230.00	2,760.00
** Petersen, Heather - travel time	2005	3.50	82.50	288.75
Petersen, Heather	2005	456.60	165.00	75,339.00
* Petersen, Heather - rate increase	2005	7.70	205.00	1,578.50
** Pitta, Thomas A. - travel time	2001	74.40	137.50	10,230.00
Pitta, Thomas A.	2001	591.40	275.00	162,635.00
* Pitta, Thomas A. - rate increase	2001	24.90	325.00	8,092.50
** Van Grouw, David A. - travel time	1996	12.50	150.00	1,875.00
Van Grouw, David A.	1996	91.70	300.00	27,510.00
Canty, LaAsia	N/A	0.60	100.00	60.00

Name of Professional Person	Year Admitted	Total Billed Hours	Hourly Billing Rate	Total Compensation
Deacon, Christine E.	N/A	107.30	105.00	11,266.50
* Deacon, Christine E. - rate increase	N/A	1.10	130.00	143.00
Jelinski, Waldemar	N/A	3.40	80.00	272.00
Power, Megan	N/A	1.10	130.00	143.00
Arndt, Denise	N/A	5.30	115.00	609.50
Caldwell, Marilyn	N/A	2.70	125.00	337.50
Duff, Christy	N/A	1.20	115.00	138.00
Martin, Erica	N/A	92.20	75.00	6,915.00
* Martin, Erica - rate increase	N/A	1.00	80.00	80.00
Petruska, Beth E.	N/A	0.40	100.00	40.00
Schulze, Jerusha J.	N/A	24.50	80.00	1,960.00
Widjaja, Liesye	N/A	59.80	80.00	4,784.00
Farbman, Scott J.	N/A	1.10	150.00	165.00
Yampolsky, Anna	N/A	10.00	115.00	1,150.00
Grand Total		2,698.50		\$781,709.00
ESTIMATED FEE APPLICATION PREPARATION & PROCEEDINGS				\$3,500.00
TOTAL APPLICATION				\$785,209.00
Blended Rate				\$289.68

* Reflects billing rate increase effective as of July 1, 2006

** Reflects 50% reduction due to non-working travel

COMPENSATION BY PROJECT CATEGORY
(FOR THE PERIOD JANUARY 13, 2006 THROUGH JULY 18, 2006)

Project Category	Total Hours	Total Fees
Case Administration	459.30	\$ 95,982.50
Asset Analysis & Recovery	343.50	122,084.00
Relief from Stay/Adequate Protection Proceedings	6.70	2,103.50
Meetings of and Communication with Creditors	291.70	85,739.00
Fee/Employment Applications	173.50	27,205.50
Employment and Retention Applications - Others	97.60	27,872.00
Fee/Employment Objections	20.50	4,757.00
Fee Applications and Invoices - Others	15.60	5,353.00
Avoidance Action Analysis	44.10	15,531.50
Assumption/Rejection of Leases and Contracts	2.50	743.50
Other Contested Matters	159.80	60,345.50
Non-Working Travel	102.70	15,330.00
Business Operations	75.20	20,903.50
Employee Benefits/Pensions	46.40	13,760.00
Financing/Cash Collateral	69.60	25,540.50
Tax Issues	2.30	483.00
Real Estate	0.30	49.50
Board of Directors	30.90	6,533.50
SEC Matters	1.80	495.00
Claims Administration	10.80	3,455.00
Claims Administration and Objections	2.30	379.50
Plan and Disclosure Statement	691.00	232,683.50
Restructuring	0.90	337.50
Adversary Proceedings and Bankruptcy Court Litigation	30.20	8,305.00
Court Hearings	15.40	4,202.00
Schedules and Statements	3.90	1,534.50
TOTAL	2,698.50	\$781,709.00
ESTIMATED FEE APPLICATION PREPARATION AND PROCEEDINGS		\$3,500.00
TOTAL APPLICATION		\$785,209.00

EXPENSE SUMMARY
(FOR THE PERIOD JANUARY 13, 2006 THROUGH JULY 18, 2006)

Expense Category	Amount
Messenger and delivery charges	\$ 812.87
Printing and Duplicating Services - Internal	807.05
Printing and Duplicating Services - External	4,189.21
Filing fees	16.00
Miscellaneous	480.37
Secretarial overtime	12.50
Computerized legal research	7,380.58
Searches	8.00
Telecommunications	2,033.48
Transcript charges	7,122.07
Travel	18,633.23
Photocopies 21837 pages at \$0.10 per page	2,210.36
Facsimile 43 pages at \$0.30 per page	12.90
TOTAL	\$43,718.62

ATTACHMENT TO FEE APPLICATION
(FOR THE PERIOD JULY 1, 2006 THROUGH JULY 18, 2006)

Name of Professional Person	Year Admitted	Total Billed Hours	Hourly Billing Rate	Total Compensation
Barkin, Daniel J.	1981	4.60	\$425.00	\$ 1,955.00
Kuntz, Laura R.	1982	4.20	435.00	1,827.00
Levine, Sharon L.	1983	2.90	515.00	1,493.50
Rosen, Kenneth A.	1979	2.90	590.00	1,711.00
Wovsaniker, Alan	1978	0.40	475.00	190.00
Petersen, Heather	2005	7.70	205.00	1,578.50
Pitta, Thomas A.	2001	3.50	275.00	962.50
* Pitta, Thomas A. - rate increase	2001	24.90	325.00	8,092.50
** Pitta, Thomas A. - travel time	2001	3.80	137.50	522.50
Deacon, Christine E	N/A	1.80	105.00	189.00
* Deacon, Christine E - rate increase	N/A	1.10	130.00	143.00
Martin, Erica	N/A	1.00	80.00	80.00
Widjaja, Liesye	N/A	7.50	80.00	600.00
Grand Total		66.30		\$19,344.50
Blended Rate				\$291.77

* Reflects billing rate increase effective as of July 1, 2006

** Reflects 50% reduction due to non-working travel

COMPENSATION BY PROJECT CATEGORY
(FOR THE PERIOD JULY 1, 2006 THROUGH JULY 18, 2006)

Project Category	Total Hours	Total Fees
Case Administration	3.60	\$ 388.00
Relief from Stay/Adequate Protection Proceedings	0.10	51.50
Meetings of and Communication with Creditors	3.40	1,068.00
Fee/Employment Applications	10.70	1,349.00
Employment and Retention Applications - Others	4.80	1,277.00
Fee Applications and Invoices - Others	1.90	1,083.50
Avoidance Action Analysis	8.80	3,782.00
Other Contested Matters	1.70	897.00
Non-Working Travel	3.80	522.50
Business Operations	0.20	103.00
Financing/Cash Collateral	5.20	1,599.00
Claims Administration	0.20	103.00
Plan and Disclosure Statement	21.90	7,121.00
TOTAL	66.30	\$19,344.50

EXPENSE SUMMARY
(FOR THE PERIOD JULY 1, 2006 THROUGH JULY 18, 2006)

Expense Category	Amount
Messenger and delivery charges	\$369.40
Printing and Duplicating Services - Internal	60.95
Telecommunications	258.62
Transcript charges	2,630.46
Travel	3,027.00
Photocopies 60 pages at \$0.10 per page	6.00
TOTAL	\$6,352.43

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

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PLIANT CORPORATION, et al.,¹

Debtors.

Chapter 11

Case No. 06-10001 (MFW)

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 LOWENSTEIN SANDLER PC AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FROM JANUARY 13, 2006 THROUGH JULY 18, 2006**

The within Application (the "Fee Application") of Lowenstein Sandler PC ("Applicant"), as counsel to the Official Committee of Unsecured Creditors (the "Committee"), appointed in the chapter 11 cases of Pliant Corporation, et al., the above-captioned debtors and debtors-in-possession (the "Debtors"), for its final allowance of compensation for the period of January 13, 2006 through July 18, 2006, respectfully represents and alleges as follows:

INTRODUCTION

1. On January 3, 2006 (the "Petition Date"), the Debtors commenced their bankruptcy cases by filing voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

2. During the course of the cases, Debtors operated their businesses and managed their properties as debtors in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

¹ 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.

3. On January 13, 2006, the Office of the United States Trustee appointed the Committee pursuant to §§ 1102 of the Bankruptcy Code. The Committee then selected Lowenstein Sandler PC to serve as its counsel and Ashby & Geddes, P.A. to serve as its Delaware counsel.

4. By Order dated March 8, 2006, the Committee was authorized to retain Applicant as its counsel effective January 13, 2006.

5. On February 1, 2006, the Court entered an Order establishing procedures for interim compensation and reimbursement of expenses of professionals ("Interim Compensation Order").

6. This Application is made by Applicant for an allowance of \$785,209.00 (which includes \$3,500.00 for estimated final fee application preparation and proceedings) as compensation for professional services rendered for and on behalf of the Debtors for the period January 13, 2006 through July 18, 2006 (the "Period"). In addition, Applicant seeks reimbursement of actual and necessary costs and expenses in the amount of \$43,718.50 incurred during the Period. Detailed time records reflecting the services provided are attached hereto as **Exhibit "A"**. A schedule of the disbursements for which reimbursement is sought is annexed hereto as **Exhibit "B"**.

7. This Fee Application in part seeks an allowance of \$19,344.50 as compensation for professional services rendered for and on behalf of the Committee for the period July 1, 2006 through July 18, 2006. The document reflecting the services performed and the time expended by such professionals is set forth in **Exhibit "C"** annexed hereto. In addition, the Applicant seeks reimbursement of \$6,352.43 for actual and necessary costs and expenses incurred during the Period. The document reflecting the disbursements incurred is annexed hereto as **Exhibit "D"**. The compensation requested is consistent with the nature and extent of

the services rendered during the Period, the size and complexity of the case, the time, the labor, and special expertise brought to bear on the questions presented, and other related factors.

SUMMARY OF SERVICES

8. Throughout the Period, the Applicant made every effort to allocate work among attorneys and paraprofessionals to assure that the services were being performed by professionals having the commensurate level of experience and skills necessary to perform the services in both an effective and cost efficient manner.

9. Set forth below is a list of the general categories of services performed by the Applicant during the period, the number of hours devoted to each category and the total value of the services by category.

Task Description	Hours	Fees
Case Administration	459.30	\$ 95,982.50
Asset Analysis & Recovery	343.50	122,084.00
Relief from Stay/Adequate Protection Proceedings	6.70	2,103.50
Meetings of and Communication with Creditors	291.70	85,739.00
Fee/Employment Applications	173.50	27,205.50
Employment and Retention Applications - Others	97.60	27,872.00
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Avoidance Action Analysis	44.10	15,531.50
Assumption/Rejection of Leases and Contracts	2.50	743.50
Other Contested Matters	159.80	60,345.50
Non-Working Travel	102.70	15,330.00
Business Operations	75.20	20,903.50
Employee Benefits/Pensions	46.40	13,760.00
Financing/Cash Collateral	69.60	25,540.50
Tax Issues	2.30	483.00
Real Estate	0.30	49.50
Board of Directors	30.90	6,533.50
SEC Matters	1.80	495.00

Task Description	Hours	Fees
Claims Administration	10.80	3,455.00
Claims Administration and Objections	2.30	379.50
Plan and Disclosure Statement	691.00	232,683.50
Restructuring	0.90	337.50
Adversary Proceedings and Bankruptcy Court Litigation	30.20	8,305.00
Court Hearings	15.40	4,202.00
Schedules and Statements	3.90	1,534.50
TOTAL	2,698.50	\$781,709.00
ESTIMATED FEE APPLICATION PREPARATION AND PROCEEDINGS		\$3,500.00
TOTAL APPLICATION		\$785,209.00

10. The attorneys and paraprofessionals employed by the Applicant expended a total of 2,698.50 hours in connection with this case during the Period. Set forth is a summary identifying the names of the attorneys and paraprofessionals who provided the services, their hourly rates and the amount of hours billed by each for which compensation is sought.

Attorney Name	Hours Worked	Rate
Barkin, Daniel J.	4.60	\$425.00
Buechler, Bruce	0.70	445.00
Buxbaum, Michael A.	188.30	470.00
Kuntz, Laura R.	4.20	435.00
Levine, Sharon L.	163.40	495.00
* Levine, Sharon L. - rate increase	2.90	515.00
Nathan, Bruce S.	3.90	495.00
Prol, Jeffrey D.	92.80	445.00
** Rosen, Kenneth A. - travel time	3.50	272.50
Rosen, Kenneth A. -	273.70	545.00
* Rosen, Kenneth A. - rate increase	2.90	590.00
** Seymour, Mary E. - travel time	5.00	187.50
Seymour, Mary E.	28.50	375.00
Sherwood, John K.	0.80	445.00
Wovsaniker, Alan -	42.40	450.00

Attorney Name	Hours Worked	Rate
* Wovsaniker, Alan - rate increase	0.40	475.00
Johnson, Erik W.	0.20	210.00
Jung, Wojciech F.	292.30	210.00
Kramer, Jeffrey A.	1.60	395.00
O'Brien, Keith T.	12.00	230.00
** Petersen, Heather - travel time	3.50	82.50
Petersen, Heather	456.60	165.00
* Petersen, Heather - rate increase	7.70	205.00
** Pitta, Thomas A. - travel time	74.40	137.50
Pitta, Thomas A.	591.40	275.00
* Pitta, Thomas A. - rate increase	24.90	325.00
** Van Grouw, David A. - travel time	12.50	150.00
Van Grouw, David A.	91.70	300.00
* Reflects billing rate increase effective as of July 1, 2006		
** Reflects 50% reduction due to non-working travel		

Paraprofessional Name	Hours Worked	Rate
Canty, LaAsia	0.60	\$100.00
Deacon, Christine E.	107.30	105.00
* Deacon, Christine E. - rate increase	1.10	130.00
Jelinski, Waldemar	3.40	80.00
Power, Megan	1.10	130.00
Arndt, Denise	5.30	115.00
Caldwell, Marilyn	2.70	125.00
Duff, Christy	1.20	115.00
Martin, Erica	92.20	75.00
* Martin, Erica - rate increase	1.00	80.00
Petruska, Beth E.	0.40	100.00
* Reflects billing rate increase effective as of July 1, 2006		

11. The specific services performed by these professionals are fully set forth in **Exhibit "A"** attached hereto. The Applicant's hourly rates charged for these services are the normal hourly rates charged by the Applicant for work of this nature. The reasonable value for

services rendered by Applicant to the Debtors during the Fee Period is \$785,209.00 (which includes \$3,500.00 for estimated final fee application preparation and proceedings).

12. Applicant believes that the time entries included in **Exhibit "A"** hereto are in compliance with the requirements of the Court's Local Rules.

13. The Applicant submits that the amount of fees requested is fair, reasonable and necessary given (a) the nature, size and complexity of these cases, (b) the time expended by the Applicant in providing the services, (c) the nature and extent of the services rendered, (d) the hourly rates charged, and (e) the cost of comparable services charged by the Applicant and other attorneys other than in a case under this title 11 U.S.C. §330.

DISBURSEMENTS

14. Applicant incurred out-of-pocket expenses which were reasonable and necessary in connection with the rendition of the legal services described during the Period in the amount of \$43,718.62. A summary of the expenses is set forth in **Exhibit "B"** annexed hereto. These disbursements include postage, messenger service, Federal Express and telecopy expenses. Applicant has sought to utilize the most cost efficient method of communication consistent with the necessary time constraints. Applicant's regular charge for photocopy expenses is \$0.12 per page. Applicant's regular telecopy charge is \$0.30 per page. No charge is made for telecopies received. Westlaw and Lexis charges represent a computerized legal research facility based on timed charges for the computer search. Use of Westlaw and Lexis greatly enhances legal research and access to case law from all jurisdictions, and is cost efficient, saving substantial attorney research time. Other disbursements are itemized in the annexed schedule. These disbursements were necessary to effectively render the legal services in this case.

15. This Application is being prepared and submitted before all of the services of the Applicant will have been completed. It is anticipated that further services will be provided.

16. Annexed hereto is a Verification of Kenneth A. Rosen, Esq. submitted pursuant to Section 504 of the Bankruptcy Code.

17. A proposed form of Order is submitted herewith.

18. During the course of this case, Applicant has incurred and paid its actual and necessary disbursements and expenses.

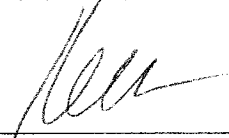
19. Applicant previously filed a First Interim Application for \$427,469.25 in fees and \$11,563.00 in expenses. That Application was allowed by order of this Court entered on July 18, 2006 (the "First Interim Fee Order").

20. Applicant has not received any payment (other than payments from the Debtors previously authorized pursuant to the Administrative Procedures Order and the First Interim Fee Order) or promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these cases, and there is no agreement or understanding between Applicant and any other person, other than members of the Firm, for the sharing of compensation to be received for services rendered in these cases.

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WHEREFORE. Applicant respectfully requests that it be granted a final allowance in the amount of \$785,209.00 (which includes \$3,500.00 for estimated final fee application preparation and proceedings) for professional services rendered to and on behalf of the Debtors during the Period, plus reimbursement of its actual, reasonable, and necessary expenses incurred in connection with its services during the Period in the sum of \$43,718.62, and that it be granted such other and further relief as the Court may deem just and proper and that this Court enter the proposed form of Order submitted herewith.

LOWENSTEIN SANDLER PC
*Counsel to the Official Committee
of Unsecured Creditors*

By: 
Kenneth A. Rosen, Esq.

Dated: August 15, 2006
Roseland, New Jersey