

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

PLIANT CORPORATION, et al.,¹

Debtors.

Chapter 11

Case No. 06-10001 (MFW)

Joint Administration Requested

Objection Deadline: September 13, 2006 at 4:00 p.m. (ET)
Hearing Date: September 20, 2006 at 9:30 a.m.

**SIXTH MONTHLY AND FINAL APPLICATION OF MCMILLAN BINCH
MENDELSON LLP FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS CANADIAN BANKRUPTCY
COUNSEL TO THE DEBTORS DURING THE MONTHLY PERIOD
FROM JUNE 1, 2006 THROUGH JULY 18, 2006 AND FOR THE
FINAL PERIOD FROM JANUARY 3, 2006 THROUGH JULY 18, 2006**

Name of Applicant:

McMillan Binch Mendelsohn LLP

Authorized to Provide
Professional Services to:

Debtors and Debtors-in-Possession

Date of Retention:

January 31, 2006, *nunc pro tunc* to January
3, 2006

Interim Period for Which Compensation
and Reimbursement is Sought:

June 1, 2006 through July 18, 2006

Amount of Interim Compensation Sought
as Actual, Reasonable and Necessary:

CDN\$42,621.01 or US\$38,648.00² inclusive
of Goods and Services tax ("GST")

Amount of Interim Expense Reimbursement
Sought as Actual, Reasonable and Necessary:

CDN\$882.44 or US\$800.18 (inclusive of
GST)

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.

² All conversions to US\$ in this Application were made at the exchange rates quoted by Royal Bank of Canada on August 15, 2006.

Final Period for Which Compensation and Reimbursement is Sought:

January 3, 2006 through July 18, 2006

Amount of Final Compensation Sought as Actual, Reasonable and Necessary:

CDN\$290,728.34 or US\$263,878.34 inclusive of Goods and Services tax ("GST")

Amount of Final Expense Reimbursement Sought as Actual, Reasonable and Necessary:

CDN\$5,166.41 or US\$4,649.21 (inclusive of GST)

This is a(n): monthly interim final application.

Prior Fee Applications:

		Requested		Approved		Certificate of No Objection
Date Filed	Period Covered	Fees (US\$)	Expenses (US\$)	Fees (US\$)	Expenses (US\$)	
04/10/2006	01/3/2006-01/31/2006	72,681.29	1,862.26	58,145.03	1,862.26	05/03/2006
05/04/2006	02/01/2006-02/28/2006	63,527.07	661.60	50,821.66	661.60	05/30/2006
05/15/2006	03/01/2006-03/31/2006	39,440.28	346.53	31,552.22	346.53	06/07/2006
07/19/2006	04/01/2006-04/30/2006	24,609.97	948.12	19,687.98	948.12	08/10/2006
07/25/2006	05/01/2006-05/31/2006	24,971.73	30.52	N/A	N/A	N/A

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**SUMMARY OF PROFESSIONALS RENDERING SERVICES AND PARAPROFESSIONALS
RENDERING SERVICES FROM JUNE 1, 2006 THROUGH JULY 18, 2006**

Name of Professional/ Individual	Position, Area of Expertise, Number of Years in Practice, Year of Obtaining License to Practice	Hourly Billing Rate (CDNS)	Total Hours Billed	Total Compensation (CDNS)
Jeffrey B. Gollob	Partner/ Restructuring/ 23 years. Admitted 1983.	\$700.00	14.10	\$9,870.00
Paul G. Macdonald	Partner/ Litigation/ 23 years. Admitted 1983.	\$625.00	5.60	\$3,500.00
Todd A. Miller	Partner/ Tax/ 11 years. Admitted 1995.	\$525.00	3.10	\$1,627.50
William Woloshyn	Partner/ Debt Products/ 38 years. Admitted 1968.	\$600.00	6.60	\$3,960.00
Robert Antenore	Associate/ Real Estate/ 5 years. Admitted 2000.	\$380.00	0.30	\$114.00
Lisa A. Brost	Associate/ Litigation/ 2 years. Admitted 2004.	\$300.00	21.30	\$6,390.00
Adam C. Maerov	Associate/ Restructuring/ 3 years. Admitted 2003.	\$330.00	5.40	1,782.00
Tushara N. Weerasooriya	Associate/ Restructuring/ 1 year. Admitted 2005.	\$270.00	45.90	\$12,393.00

Name of Professional/ Individual	Position, Area of Expertise, Number of Years in Practice, Year of Obtaining License to Practice	Hourly Billing Rate (CDN\$)	Total Hours Billed	Total Compensation (CDN\$)
Susan Tyrrell	Law Clerk/ Restructuring/ 1 year.	\$130.00	4.40	\$572.00
Total			106.70	\$40,208.50
Goods and Services Tax (6%)				\$ 2,412.51
Grand Total			(CDN)	<u>\$42,621.01</u>
			(US)	<u>\$38,648.00</u>
Blended Rate³		(CDN)\$399.45		

³ Inclusive of GST

**COMPENSATION BY PROJECT CATEGORY
FOR THE PERIOD FROM JUNE 1, 2006 THROUGH JULY 18, 2006**

Project Category	Total Hours	Total Fees (\$CDN)
Exit Financing	18.30	9,145.50
Creditor/Information Officer Communications	15.50	5,000.00
CCAA Recognition and Other Motions	53.50	20,065.00
Case Administration	1.80	859.00
Fee Applications	17.60	5,139.00
Totals:	106.70	\$40,208.50
Goods and Services Tax (6%)		2,412.51
Grand Total		<u>\$42,621.01</u>
	(CDN)	or
	(US)	<u>\$38,648.00</u>

**DISBURSEMENT SUMMARY FOR THE PERIOD
FROM JUNE 1, 2006 THROUGH JULY 18, 2006**

Expense Category	Service Provider (if applicable)	Total Expenses (CDN\$)
Duplicating Charges (CDN\$0.11/page)		\$304.15
Document Delivery Services	Action Courier/All Canadian Courier	152.73
Court Filing Fees/Process Service	KAP Litigation Services	305.00
Telephone Tolls		71.13
Travel		6.67
Total		\$839.68
Goods and Services Tax (6%) on disbursements subject to tax (\$712.68)		42.76
Grand Total		<u>\$882.44</u>
		or
		<u>\$800.18</u>

UNITED STATES BANKRUPTCY COURT
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PLIANT CORPORATION., et al.,⁴

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Chapter 11

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**SIXTH MONTHLY AND FINAL APPLICATION OF MCMILLAN BINCH
MENDELSON LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS CANADIAN
BANKRUPTCY COUNSEL TO THE DEBTORS DURING THE MONTHLY PERIOD
FROM JUNE 1, 2006 THROUGH JULY 18, 2006 AND FOR THE FINAL PERIOD
FROM JANUARY 3, 2006 THROUGH JULY 18, 2006**

McMillan Binch Mendelsohn LLP ("Applicant"), Canadian bankruptcy counsel to the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), respectfully submits this application (the "Application"), pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), for allowance of compensation for services rendered and reimbursement for actual and necessary expenses incurred during the interim period from June 1, 2006, through and including July 18, 2006 (the "Interim Period") and for allowance of compensation for services rendered and reimbursement for actual and necessary expenses incurred during the final period from January 3, 2006 through July 18, 2006 (the "Final Period"). In support of this Application, the Applicant represents as follows:

INTRODUCTION

⁴ 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.

1. On January 3, 2006 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). On January 18, 2006, the Debtors filed an application (the "Retention Application") [Docket No. 91] to retain Applicant as their Canadian bankruptcy counsel pursuant to section 327(a) of the Bankruptcy Code. This Court approved the Retention Application and authorized the Debtors to employ the Applicant under a general retainer, nunc pro tunc to the Petition Date, by order dated January 31, 2006 (the "Retention Order") [Docket No. 159]. The Retention Order provides that Applicant shall be compensated for its services to the Debtors in accordance with the terms of the Order Establishing Procedures for the Interim Compensation and Reimbursement of Expenses of Professionals Pursuant to 11 U.S.C. §§ 105(a) and 331 (the "Interim Compensation Order") [Docket No. 84].

RELIEF REQUESTED

2. By this Application, Applicant seeks interim and final allowance of compensation for services rendered and reimbursement of expenses incurred as counsel to the Debtors during the Interim Period and Final Period. Specifically, Applicant seeks the allowance of CDN\$42,621.01 or US\$38,648.00⁵ (in each case, inclusive of 6% Goods and Services tax ("GST")), in fees for services rendered during the Interim Period, representing 106.70 hours of professional and paraprofessional time, together with reimbursement of CDN\$882.44 or US\$800.18 (in each case inclusive of GST) in actual and necessary expenses incurred by the Applicant during the Interim Period and of CDN \$290,728.34 or US\$263,878.34 (in each case, inclusive GST at the applicable rate⁶), in fees for services rendered during the Final Period,

⁵ All conversions to US\$ in this Application were made at the exchange rates quoted by Royal Bank of Canada on August 15, 2006.

⁶ Fees and expenses invoiced prior to July 1, 2006 were subject to 7% GST. Fees and expenses invoiced after July 1, 2006 were subject to 6% GST.

representing 730.60 hours of professional and paraprofessional time, together with reimbursement of CDN\$5,166.41 or US\$4,649.21 (in each case inclusive of GST at the applicable rate) in actual and necessary expenses incurred by the Applicant during the Final Period.

3. Pursuant to the Interim Compensation Order, all professionals retained in these chapter 11 cases may, no earlier than the 25th day of each month following the month for which compensation is sought, file an application (the “Monthly Fee Application”) for interim allowance of compensation for services rendered and reimbursement of expenses incurred during the preceding month and serve such application on the Notice Parties (as defined in the Interim Compensation Order). The Notice Parties have twenty (20) days after service of a Monthly Fee Application to object thereto (the “Objection Deadline”). If no objections are raised prior to expiration of the Objection Deadline, the professional submitting the Monthly Fee Application may file a certificate of no objection with the Court, after which the Debtors shall be authorized to pay such professional an amount equal to 80% of the fees and 100% of the expenses requested in the Monthly Fee Application for the Interim Period.

SUMMARY OF SERVICES RENDERED

4. As contemplated in the Retention Application, the Debtors anticipated that the Applicant would render Canadian bankruptcy counsel as needed throughout these chapter 11 cases and that Applicant might be requested to perform professional legal services for the Debtors related to the application of Canadian procedural and substantive law with respect to Pliant Corporation of Canada Ltd., Uniplast Industries Co., and Pliant Packaging, LLC (the “Canadian Debtors”), including, but not limited to the following:

- (a) preparing an application for relief pursuant to section 18.6 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, for the Canadian Debtors;
- (b) preparing motions and other court papers, documents and agreements that may be called for under the Canadian proceedings in connection with these cases;
- (c) representing the Debtors at and preparing for all attendant court appearances and out-of-court planning and negotiations that relate to the Canadian Debtors;
- (d) negotiating, preparing and prosecuting any relief with respect to the Canadian Debtors related to chapter 11 plans and related solicitation and disclosure statements and other related documents;
- (e) otherwise representing the Debtors, together with the Debtors' primary bankruptcy counsel, Sidley, in all aspects of these cases related to the Canadian Debtors.

5. Attached hereto as Exhibit A is a detailed statement of the services

Applicant's professionals provided to the Debtors during the Interim Period. The services Applicant rendered to the Debtors during the Interim Period are grouped into the various project categories identified in Exhibit A. The lawyers and law clerks who rendered services in each project category during the Interim Period are identified in the attachments hereto, along with the total number of hours billed by each lawyer or law clerk during the Interim Period and the total compensation requested for each individual and project category for the Interim Period, in accordance with the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules").

6. Applicant submits that the services identified in Exhibit A were necessary and appropriate and have directly contributed to the effective administration of these chapter 11 cases. Applicant further submits that the hourly rates charged by its professionals during the

Interim Period are no greater than the customary hourly rates for such individuals both inside and outside of bankruptcy cases. Applicant believes that such hourly rates are comparable to those charged by other firms of comparable size, stature, and experience.⁷

7. Applicant has received no payment or promises of payment from any source other than the Debtors for services rendered or to be rendered in connection with these chapter 11 cases. There is no agreement between the Applicant and any third party for the sharing of compensation Applicant receives in these chapter 11 cases, except as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016 with respect to sharing of compensation between and among Applicant's professionals. All professional services for which compensation is sought herein were rendered solely on behalf of the Debtors.

SUMMARY OF EXPENSES INCURRED

8. Applicant has also incurred out-of-pocket expenses in the amount of CDN\$882.44 or US\$800.18 (in each case, inclusive of GST) during the Interim Period in connection with its services to the Debtors. A detailed breakdown of the expenses Applicant incurred during the Interim Period is incorporated into this Application as part of Exhibit A attached hereto. Such expenses include out-of-pocket disbursements that are not included in Applicant's hourly rates, including, but not limited to, duplicating charges, document delivery services, court filing and process service fees, telephone tolls and travel. Applicant submits that all such expenses are necessary and actual expenses for the performance of its services in these cases, and further submits that many of such expenses were necessitated by the time constraints under which Applicant's professionals have operated in these cases. Applicant's expenses in these chapter 11 cases were billed at cost and represent the types of expenses Applicant typically

⁷ No fees related to non-working travel time have been requested pursuant to this Application.

charges to its non-bankruptcy clients. Furthermore, Applicant submits that all travel expenses incurred during the Interim Period were necessary and reasonable under the circumstances.

9. Pursuant to Local Rule 2016-2, Applicant represents that its rate for copying charges is US\$0.10 per page. Applicant does not charge for outgoing facsimile transmissions other than related long distance transmission charges. There is no charge for incoming facsimile transmissions, nor is there a surcharge for computerized research.

INTERIM NATURE OF COMPENSATION

10. In accordance with the terms of the Interim Compensation Order, Applicant requests that, upon expiration of the objection deadline with respect to this Application and the Applicant's filing of a certificate of no objection, the Debtors be authorized to pay the Applicant an amount equal to 80 percent of the fees and 100 percent of the expenses requested in this Application for the Interim Period.

CERTIFICATION UNDER LOCAL RULE 2016-2

11. Applicant has reviewed the requirements of Local Rule 2016-2 and believes that this Application complies with such requirements in all respects.

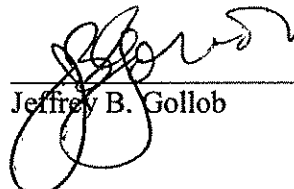
WHEREFORE, Applicant respectfully seeks: (i) interim allowance of compensation for services rendered in the amount of CDN\$42,621.01 or US\$38,648.00 and reimbursement of expenses incurred in the amount of CDN\$882.44 or US\$800.18, incurred during the Interim Period; (ii) payment of 80 percent of the fees and 100 percent of the expenses incurred during the Interim Period and not subject to an objection in accordance with the terms of the Interim Compensation Order; (iii) final allowance of compensation for services rendered in the amount of CDN\$290,728.34 or US\$263,878.34 and reimbursement of expenses in the

amount of CDN\$5,166.41 or US\$4,649.21 incurred during the Final Period; and (iv) such other and further relief as the Court may deem just and proper.

Dated: Toronto, Ontario
August 15, 2006

Respectfully submitted,

MCMILLAN BINCH MENDELSON LLP



Jeffrey B. Gollob

BCE Place, Suite 4400
Bay Wellington Tower, 181 Bay Street
Toronto, Ontario, M5J 2T3

Telephone: (416) 865-7206

Facsimile: (416) 865-7048