

**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

**Objection Deadline: September 25, 2006
at 4:00 p.m. (ET)**

**SIXTH MONTHLY AND FINAL APPLICATION FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES OF SIDLEY AUSTIN LLP FOR SERVICES
RENDERED AND EXPENSES INCURRED AS COUNSEL
TO THE DEBTORS PURSUANT TO 11 U.S.C. §§ 105 AND 331**

Name of Applicant:	Sidley Austin LLP
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Date of Retention:	February 1, 2006, <i>nunc pro tunc</i> January 3, 2006
Monthly Period for Which Compensation and Reimbursement is Sought:	June 1, 2006 through July 18, 2006
Monthly Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$1,579,998.25
Monthly Amount of Expense Reimbursement	\$142,371.62
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:	\$6,479,973.00

¹ The Debtors are: Uniplast Holdings, Inc. (Tax ID No. XX-XXX9589), Pliant Corporation (Tax ID No. XX-XXX6065), Pliant Corporation International (Tax ID No. XX-XXX3075), Pliant Solutions Corporation (Tax ID No. XX-XXX3872), Pliant Film Products of Mexico, Inc. (Tax ID No. XX-XXX0805), Pliant Packaging of Canada, LLC (Tax ID No. XX-XXX0929), Pliant Investment, Inc. (Tax ID No. XX-XXX0995), Alliant Company LLC (Tax ID No. XX-XXX6811), Uniplast U.S., Inc. (Tax ID No. XX-XXX9066), Uniplast Industries Co. (Tax ID No. N/A), and Pliant Corporation of Canada Ltd (Tax ID No. N/A) each with a mailing address of 1475 Woodfield Road, Suite 700, Schaumburg, Illinois 60173.

Final Amount of Expense Reimbursement \$297,121.73²

Sought as Actual, Reasonable and Necessary: This is a(n): X monthly X final application.

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² The final amount of expense reimbursement requested by Applicant reflects downward adjustment of \$120.00 in accordance with the order approving the first interim fee application (Docket No. 971).

Prior Fee Applications:

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
4/4/06	1/3/06 – 1/31/06	\$701,230.50	\$17,291.06	\$560,984.40 ³	\$17,291.06
5/1/06	2/1/06 – 2/28/06	\$851,983.75	\$17,911.71	\$681,587.00 ⁴	\$17,911.71
5/15/06	3/1/06 – 3/31/06	\$1,065,916.50	\$24,875.01	\$852,733.20 ⁵	\$24,875.01
6/28/06	4/1/06 – 4/30/06	\$907,944.25	\$44,688.43	\$726,355.40 ⁶	\$44,688.43
8/3/06	5/1/06 – 5/31/06	\$1,372,552.25	\$50,103.90	Pending	Pending

[remainder of page intentionally left blank]

³ Certificate of No Objection filed 4/26/06, Docket No. 616.
⁴ Certificate of No Objection filed 6/5/06, Docket No. 846.
⁵ Certificate of No Objection filed 6/7/06, Docket No. 866.
⁶ Certificate of No Objection filed 7/20/06, Docket No. 984.

COMPENSATION BY PROFESSIONAL

Name of Professional/ Individual	Position, Area of Expertise, Number of Years in Position, Year of Obtaining License to Practice	Hourly Billing Rate	Total Hours Bill	Total Compensation
Suresh T. Advani	Partner/ Taxation/ 13 years. Admitted 1992.	\$550.00	7.60	\$4,180.00
James F. Bendernagel, Jr.	Partner/ Litigation/ 28 years. Admitted 1977.	\$665.00	233.70	\$155,410.50
Kevin F. Blatchford	Partner/ Corporate/ 19 years. Admitted 1986.	\$585.00	2.50	\$1,462.50
John R. Box	Partner/ Corporate/ 24 years. Admitted 1981.	\$550.00	55.10	\$30,305.00
Ronald S. Flagg	Partner/ Litigation (Regulatory and Economic)/ 24 years. Admitted 1981.	\$570.00	114.10	\$65,037.00
Robert P. Freeman	Partner/ Corporate/ 17 years. Admitted 1988.	\$500.00	311.30	\$155,650.00
Brian J. Gold	Partner/ Employment and Labor Law/ 23 years. Admitted 1982.	\$550.00	58.00	\$30,800.00

Michael L. Gold	Partner/ Banking and Financial Transactions/ 21 years. Admitted 1984.	\$550.00	128.10	\$70,455.00
Dennis C. Hensley	Partner/ Regulatory/ 35 years. Admitted 1970.	\$725.00	2.40	\$1,740.00
Michael Hyatte	Partner/ Regulatory/ 26 years. Admitted 1979.	\$675.00	5.70	\$3,847.50
Jonathan D. Lotsoff	Partner/ Employment and Labor Law/ 11 years. Admitted 1994.	\$475.00	44.80	\$19,498.75
Paul D. Monson	Partner/ Real Estate/ 23 years. Admitted 1982.	\$525.00	56.40	\$29,610.00
Larry J. Nyhan	Partner/ Bankruptcy/ 25 years. Admitted 1980.	\$775.00	166.90	\$122,488.75
Thomas H. Yancey	Partner/ Tax/ 25 years. Admitted 1980.	\$575.00	4.80	\$2,760.00
David M. Miles	Counsel/ Financial Restitution Regulation/ 26 years. Admitted 1979.	\$550.00	113.30	\$62,315.00

Michael G. Wolfson	Senior Counsel/ Corporate – M & A 41 years. Admitted 1964.	\$655.00	7.30	\$4,781.50
Affan Arain	Associate/ Corporate/ 4 years. Admitted 2001.	\$370.00	109.40	\$40,478.00
Jason J. Ben	Associate/ Bankruptcy/ 2 years. Admitted 2003.	\$325.00	34.90	\$11,342.50
Jade A. Brown-Russell	Associate/ Corporate/ 2 years. Admitted 2003.	\$305.00	9.30	\$2,836.50
Svetlana Chae	Associate/ Banking and Financial Transactions/ > 1 year. Admitted 2005.	\$245.00	4.20	\$1,029.00
Jeff Colvin	Associate/ Corporate/ 2 years. Admitted 2003.	\$305.00	57.00	\$17,385.00
Kimberle E. Dodd	Associate/ Government Contracts Counseling and Litigation/ 6 years. Admitted 1999.	\$420.00	301.00	\$126,420.00
William A. Evanoff	Associate/ Bankruptcy/ 5 years. Admitted 2000.	\$425.00	281.60	\$116,662.50

Laura Baccash Franzon	Associate/ Bankruptcy/ 2 years. Admitted 2003.	\$325.00	208.00	\$63,456.25
Jackson Hwu	Associate/ Corporate/ Admitted 1997 (Brazil) Admitted 2004 (NY, IL.) 8 years.	\$305.00	4.50	\$1,372.50
Scott B. Kitei	Associate/ Bankruptcy/ 1 year. Admitted 2004.	\$290.00	175.20	\$50,808.00
Jessica C. Knowles	Associate/ Bankruptcy/ 3 years. Admitted 2002.	\$375.00	289.90	\$105,150.00
Brian J. Lohan	Associate/ Bankruptcy/ 1 year. Admitted 2004.	\$290.00	19.40	\$5,626.00
Bradley C. Martinson	Associate/ Tax/ 2 years. Admitted 2003.	\$305.00	7.90	\$2,409.50
Kerriann S. Mills	Associate/ Bankruptcy/ < 1 year. Admitted 2005.	\$260.00	93.10	\$24,206.00
John M. Murphy	Associate/ Real Estate/ 4 years. Admitted 2001.	\$370.00	60.90	\$22,533.00
Eric J. Pearson	Associate/ Corporate/ 2 years. Admitted 2003.	\$305.00	185.40	\$56,547.00

John I. Sakhleh	Associate/ Regulatory/ 6 years. Admitted 1999.	\$405.00	2.10	\$850.50
Carla A. Varner	Associate/ Banking and Financial Transactions/ 4 years. Admitted 2001.	\$410.00	183.10	\$75,071.00
Tegra N. Watkins	Associate/ Real Estate/ > 1 year. Admitted 2005.	\$245.00	68.50	\$16,782.50
Joanna Ferreri	Legal Assistant/ Securitization/ 4 years.	\$170.00	11.50	\$1,955.00
Allison W. Gott	Project Assistant/ Corporate/ > 1 year.	\$70.00	25.70	\$1,799.00
Camielle N. Green	Legal Assistant/ Environmental Law/ 1 year.	\$175.00	3.70	\$647.50
Lauren Hoeflich	Legal Assistant/ Bankruptcy/ 4 years.	\$185.00	3.90	\$721.50
Anthony P. Jordan	Legal Assistant/ Bankruptcy/ 12 years.	\$155.00	2.00	\$310.00
Nancy J. Lusk	Legal Assistant/ Bankruptcy/ 18 years.	\$185.00	156.60	\$28,971.00
Devon H. MacWilliam	Legal Assistant/ Real Estate/ 1 year.	\$150.00	16.30	\$2,445.00

Jane Connie McClendon	Legal Assistant/ Real Estate/ 20 years.	\$205.00	57.40	\$11,767.00
Amy McQuade	Legal Assistant/ Real Estate/ > 1 year.	\$150.00	15.20	\$2,280.00
Branka V. Nastasic	Legal Assistant/ Corporate/ 6 years.	\$175.00	29.40	\$5,145.00
Arturo B. Rodriguez	Practice Group Assistant/ Employment and Labor Law/ 8 years.	\$85.00	1.30	\$110.50
Betsy A. Schmidt	Legal Assistant/ Corporate/ 8 years.	\$180.00	93.30	\$16,794.00
Susan L. Summerfield	Legal Assistant/ Bankruptcy/ 16 years.	\$145.00	19.40	\$2,813.00
Cynthia D. Tongsy	Legal Assistant/ Banking and Financial Transactions/ 20 years.	\$200.00	10.60	\$2,120.00
Michael F. Wozniak	Legal Assistant/ Litigation/ 7 years.	\$195.00	3.00	\$585.00
Jeffrey V. Bosh	Director of Library & Research Services/ 20 Years.	\$65.00	1.50	\$97.50
Ellen J. Kreis	Reference Librarian/ Library & Research Services/ 7 years.	\$65.00	2.00	\$130.00
Grand Total			3,860.20	\$1,579,998.25
Blended Rate		\$409.30		

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

Project Category	Total Hours	Total Fees
Claims Processing (30030)	57.20	\$17,358.00
Employee Issues (30050)	90.00	\$46,800.00
Environmental (30060)	9.20	\$3,248.50
Fee Applications (30070)	150.10	\$29,664.50
Litigated Matters (30090)	951.20	\$465,554.00
Non-U.S. Matters (30100)	2.60	\$995.00
Plan and Disclosure Statement (30110)	2,300.00	\$923,934.50
Professional Retention (30120)	51.80	\$16,513.50
Travel (30130)	87.90	\$20,463.75
Bankruptcy Schedules (30140)	.40	\$116.00
Business Operations (30150)	3.50	\$1,142.50
Case Administration (30160)	27.30	\$5,357.00
Creditor Communications (30170)	.20	\$58.00
Executory Contracts (30180)	21.60	\$6,504.00
Insurance Issues (30200)	6.70	\$2,159.00
Regulatory (30220)	71.80	\$29,190.50
Tax Issues (30230)	15.50	\$6,589.50
Vendor Issues (30240)	13.20	\$4,350.00
Total	3,860.20	\$1,579,998.25

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

Expense Category	Service Provider (if applicable)	Total Expenses
Air Transportation (AIR)		\$25,746.51
Duplicating Charges (CPM, CPS, CPY, CPY1, CPYC)		\$31,067.34
Document Delivery Services (DLV, FDX)		\$6,395.31
Document Services (DOC)		\$50.47
Facsimile Charges (\$1.00/page, outgoing only) (FAX)		\$262.00
Filing Fees (FEE)		\$2,767.58
Ground Transportation (GND, GND1, GNDC, GNDL, GNOA)		\$9,290.80
CALR – Lexis Research Service (LEX)	Lexis	\$4,738.33
CALR – Westlaw Research Service (WES)	Westlaw	\$2,508.06
Meals – Out of Town (MLO)		\$3,964.29
Meals (MLS, MLS1)		\$969.25
Messenger Services (MSG, MSG1)		\$2,728.53
Other (OTR)		\$139.10
Overtime Services (OTH, OVD, OVDA, OVG)		\$2,701.87
Document Production (DKP, OWP)		\$750.00
Publications (PUB)		\$147.25
Court Reporter (RPT, RPTD)		\$15,473.20
Search Services (SRC, SRCA)		\$4,400.65
Telephone Tolls (TEL, TELCO, TOL)		\$2,130.80
Travel/Lodging (TRV)		\$26,140.28
Total		\$142,371.62

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**SIXTH MONTHLY AND FINAL APPLICATION FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES OF SIDLEY AUSTIN LLP FOR SERVICES
RENDERED AND EXPENSES INCURRED AS COUNSEL
TO THE DEBTORS PURSUANT TO 11 U.S.C. §§ 105 AND 331**

Sidley Austin LLP ("Applicant"), counsel to the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), respectfully submits this monthly and final application (the "Application") to this Court, pursuant to 11 U.S.C. §§ 105(a) and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure for allowance of compensation in the amount of \$1,579,998.25 for services rendered and reimbursement for actual and necessary expenses incurred in the amount of \$142,371.62 during the period from June 1, 2006 through and including July 18, 2006 (the "Monthly Period") and for allowance of compensation in the amount of \$6,479,973.00 for services rendered and reimbursement for actual and necessary expenses incurred in the amount of \$297,121.73 for the final period commencing January 3,

⁷ The Debtors are: Uniplast Holdings, Inc. (Tax ID No. XX-XXX9589), Pliant Corporation (Tax ID No. XX-XXX6065), Pliant Corporation International (Tax ID No. XX-XXX3075), Pliant Solutions Corporation (Tax ID No. XX-XXX3872), Pliant Film Products of Mexico, Inc. (Tax ID No. XX-XXX0805), Pliant Packaging of Canada, LLC (Tax ID No. XX-XXX0929), Pliant Investment, Inc. (Tax ID No. XX-XXX0995), Alliant Company LLC (Tax ID No. XX-XXX6811), Uniplast U.S., Inc. (Tax ID No. XX-XXX9066), Uniplast Industries Co. (Tax ID No. N/A), and Pliant Corporation of Canada Ltd (Tax ID No. N/A) each with a mailing address of 1475 Woodfield Road, Suite 700, Schaumburg, Illinois 60173.

2006 through and including July 18, 2006 (the "Final Fee Period"). In support of this Application, the Applicant represents as follows:

INTRODUCTION

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. 87] to retain Applicant as their general reorganization and bankruptcy counsel pursuant to section 327(a) of the Bankruptcy Code. Applicant's retention was approved by this Court by order dated February 1, 2006. The order authorized Applicant to be compensated on an hourly basis and to be reimbursed for actual and necessary expenses.

RELIEF REQUESTED

2. By this Application, Applicant seeks interim allowance of compensation for services rendered and reimbursement of expenses incurred as counsel to the Debtors during the Monthly Period. Specifically, Applicant seeks the allowance of \$1,579,998.25 in fees for services rendered during the Monthly Period, representing 3,860.20 hours of professional and paraprofessional time. Applicant also seeks the reimbursement of \$142,371.62 in actual and necessary expenses incurred by the Applicant during the Monthly Period.

3. Additionally, by this Application, Applicant seeks final allowance of \$6,479,793.00 in fees for services rendered during the Final Fee Period, representing 15,797.40 hours of professional and paraprofessional time. Applicant also seeks reimbursement for actual and necessary expenses incurred in the amount of \$297,121.73 for the Final Fee Period.

SUMMARY OF SERVICES RENDERED

4. As contemplated in the Retention Application, Applicant's services to the Debtors, though primarily focused upon restructuring and insolvency issues, would also include a wide range of legal services in corporate, litigation, labor and employment, real estate, intellectual property, environmental, banking and tax matters. In particular, Applicant anticipated that it would perform the following legal services, among others, in these chapter 11 cases:

- (a) provide legal advice with respect to the Debtors' powers and duties as debtors-in-possession in the continued operation of their businesses;
- (b) take all necessary action on behalf of the Debtors to protect and preserve the Debtors' estates, including prosecuting actions on behalf of the Debtors, negotiating any and all litigation in which the Debtors are involved, and objecting to claims filed against the Debtors' estates;
- (c) prepare on behalf of the Debtors all necessary motions, answers, orders, reports and other legal papers in connection with the administration of the Debtors' estates;
- (d) attend meetings and negotiate with representatives of creditors and other parties in interest, attend court hearings, and advise the Debtors on the conduct of their chapter 11 cases;
- (e) perform any and all other legal services for the Debtors in connection with these chapter 11 cases and with the formulation and implementation of the Debtors' plan of reorganization;
- (f) advise and assist the Debtors regarding all aspects of the plan confirmation process, including, but not limited to, securing the approval of a disclosure statement, soliciting votes in support of plan confirmation, and securing confirmation of the plan;
- (g) provide legal advice and representation with respect to various obligations of the Debtors and their directors and officers;
- (h) provide legal advice and perform legal services with respect to matters involving the negotiation of the terms and the issuance of corporate securities, matters relating to corporate governance and the interpretation, application or amendment of the Debtors' corporate documents, including their certificates or articles of incorporation, bylaws, material contracts,

and matters involving the fiduciary duties of the Debtors and their officers and directors;

- (i) provide legal advice and legal services with respect to litigation, tax and other general non-bankruptcy legal issues for the Debtors to the extent requested by the Debtors; and
- (j) render such other services as may be in the best interests of the Debtors in connection with any of the foregoing and all other necessary or appropriate legal services in connection with these chapter 11 cases, as agreed upon by Sidley and the Debtors.

5. Attached hereto as Exhibit A is a detailed statement of the services Applicant's professionals provided to the Debtors during the Monthly Period. The services Applicant rendered to the Debtors during the Monthly Period are grouped into the various project categories identified in Exhibit A. The attorneys and paralegals who rendered services in each project category during the Monthly Period are identified in the attachments hereto, along with the total number of hours billed by each attorney or paralegal and the total compensation request for each individual and project category, 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 Monthly 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.⁸

⁸ In accordance with Local Rule 2016-2, Applicant has billed its non-working travel time at 50% of Applicant's regular hourly rates.

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 \$142,371.62 during the Monthly Period in connection with its services to the Debtors. A detailed breakdown of the expenses Applicant incurred during the Monthly Period is incorporated into this Application as part of Exhibit A hereto. Such expenses included out-of-pocket disbursements that are not included in Applicant's hourly rates, including, but not limited to, duplicating charges, document delivery and messenger services, telephone and facsimile charges, computer-assisted legal research, travel-related expenses, overtime services and in-house document production. 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 charges to its non-bankruptcy clients. Furthermore, Applicant submits that all travel expenses incurred during the Monthly Period were necessary and reasonable under the circumstances.

9. Pursuant to Local Rule 2016-2, Applicant represents that its rate for copying charges is \$.10 per page and that its rate for outgoing facsimile transmissions is \$1.00 per page (excluding related long distance transmission charges). There is no charge for incoming facsimile transmissions, nor is there a surcharge for computerized research.

CERTIFICATION UNDER LOCAL RULE 2016-2

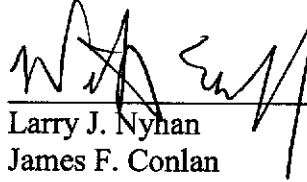
10. Applicant has reviewed the requirements of Local Rule 2016-2 and believes that this Application complies with such requirements in all respects.

WHEREFORE, Applicant requests that monthly allowance be made to it in the sum of \$1,579,998.25 as compensation for necessary professional services rendered to the Debtors for the Monthly Period, and the sum of \$142,371.62 for reimbursement of actual necessary costs and expenses incurred during the Monthly Period and final allowance be made to it in the sum of \$6,479,973.00 as compensation for necessary professional services rendered to the Debtors for the Final Fee Period, and the sum of \$297,121.73 for reimbursement of actual necessary costs and expenses incurred for the Final Fee Period, and further requests such other and further relief as this Court may deem just and proper.

Dated: Chicago, Illinois
August 24, 2006

Respectfully submitted,

SIDLEY AUSTIN LLP



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