

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

In re:) Chapter 11
) Case No. 06-10001 (MFW)
PLIANT CORPORATION, et al.,¹) Joint Administration Requested
)
Debtors.) Objection Deadline: September 13, 2006 at 4:00 p.m.
)
) Hearing Date: September 20, 2006 at 9:30 a.m.
)
)

**SEVENTH MONTHLY AND FINAL FEE APPLICATION OF SONNENSCHN
NATH & ROSENTHAL LLP FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL TO THE DEBTORS
FOR THE MONTHLY PERIOD JULY 1, 2006 THROUGH JULY 18, 2006 AND FOR
THE FINAL PERIOD JANUARY 3, 2006 THROUGH JULY 18, 2006**

Name of Applicant: Sonnenschein Nath & Rosenthal LLP
4520 Main Street
Suite 1100
Kansas City, MO 64111-7700
Telephone Number: (816) 460-2400

**Authorized to provide
Professional services to:** Debtors

Date of Retention: February 21, 2006 (effective as of January 3,
2006)

**Period for which compensation
and reimbursement is sought:** July 1, 2006 Through July 18, 2006

**Amount of Compensation
sought as actual, reasonable
and necessary:** \$118,385.00

**Amount of Expense Reimbursement
sought as actual, reasonable and
necessary:** \$6,813.22

**Final Period for which compensation
and reimbursement is sought:** January 3, 2006 Through July 18, 2006

Amount of Final Compensation sought as \$1,034,363.50

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.

actual, reasonable and necessary:

Amount of Final Expense Reimbursement \$31,718.96
Sought as actual, reasonable and
necessary:

This is a(n): **Seventh Monthly and Final Fee Application**

PRIOR APPLICATION HISTORY

Date Filed	Period Covered	Requested		Approved		Certificate of No Objection
		Fees	Expenses	Fees	Expenses	
4/25/06	1/3/2006 - 1/31/2006	\$150,223.50	\$3,001.38	\$150,223.50	3,001.38	5/17/06
4/26/06	2/1/2006- 2/28/2006	\$142,901.50	\$3,966.04	\$142,901.50	\$3,966.04	5/18/06
5/15/06	3/1/2006- 3/31/2006	\$193,377.00	\$3,178.88	\$193,377.00	\$3,178.88	6/7/06
6/13/06	4/1/2006- 4/30/2006	\$131,926.00	\$5,501.99	\$105,540.80	\$5,501.99	7/6/06
7/24/06	5/1/2006- 5/31/2006	\$167,592.50	\$7,750.92	N/A	N/A	N/A
8/7/06	6/1/2006- 6/30/2006	\$129,958.00	\$1,506.53	N/A	N/A	N/A

ATTACHMENT TO FEE APPLICATION

Name of Professional Person	Title/Year Admitted (if applicable)	Hourly Billing Rate	Total Billed Hours	Total Compensation
Roger T. Brice	Partner, admitted in 1973, joined firm in 1988	\$670.00	6.30	\$4,221.00
Michael R. Maryn	Partner, admitted in 1989, joined firm in 1989	\$665.00	1.00	\$665.00
Michael D. Rosenthal	Partner, admitted in 1989, joined firm in 1990	\$660.00	5.60	\$3,696.00
Frank P. VanderPloeg	Partner, admitted in 1973, joined firm in 1997	\$595.00	3.10	\$1,844.50
Edward H. Rice	Partner, admitted in 1988, joined firm in 1997	\$570.00	21.00	\$11,970.00
Curtis E. Woods	Partner, admitted in 1975, joined firm in 1994	\$430.00	38.90	\$16,727.00
Tobias E. Schlueter	Associate, admitted in 2002, joined firm in 2002	\$420.00	0.80	\$336.00
Shaun M. Klein	Partner, admitted in 1997, joined firm in 1999	\$360.00	28.90	\$10,404.00
Brian R. McGinley	Partner, admitted in 1997, joined firm in 1999	\$315.00	3.80	\$1,197.00
Juliet A. Cox	Of Counsel, admitted in 1994, joined firm in 2004	\$310.00	31.00	\$9,610.00
Trina R. LeRiche	Partner, admitted in 1997, joined firm in 2001	\$310.00	10.40	\$3,224.00

Julie Reliford Formwalt	Of Counsel, admitted in 1996, joined firm in 2002	\$305.00	6.80	\$2,074.00
Chris S. Heller	Associate, admitted in 2000, joined firm in 2000	\$275.00	3.20	\$880.00
Dianne M. Smith-Misemer	Associate, admitted in 1999, joined firm in 2004	\$275.00	70.70	\$19,442.50
Bryan P. Stanley	Associate, admitted in 1999, joined firm in 2004	\$275.00	68.80	\$18,920.00
Jessica M. Norris	Associate, admitted in 2002, joined firm in 2004	\$245.00	5.40	\$1,323.00
Justin D. Pulikkan	Associate, admitted in 1999, joined firm in 2005	\$235.00	9.50	\$2,232.50
Diane L. Bird	Paralegal, joined firm in 2003	\$225.00	7.80	\$1,755.00
Kevin A. Wilson	Paralegal, joined firm in 2005	\$200.00	0.90	\$180.00
Nineveh Alkhas	Associate, admitted in 2005, joined firm in 2005	\$185.00	6.70	\$1,239.50
Kristine Kappel	Associate, admitted in 2005, joined firm in 2005	\$185.00	6.20	\$1,147.00
Frank C. Koranda, Jr.	Associate, admitted in 2005, joined firm in 2005	\$185.00	16.60	\$3,071.00
Doreen E. Colwell	Paralegal, joined firm in 2001	\$160.00	8.60	\$1,376.00
Jane E. Brown	Clerk, joined firm in 1994	\$100.00	8.50	\$850.00
TOTAL			370.50	\$118,385.00

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
General Matters	96.10	\$30,422.00
Farrell v. Pliant	4.70	\$1,457.00
Tredegar Litigation	52.70	\$18,003.50
Winwrap - Dispositive Motions	170.80	\$52,646.50
Winwrap - Expert Discovery	4.90	\$2,616.00
Winwrap - Merits Discovery	34.70	\$8,879.00
Pliant Management Team	6.60	\$4,361.00
TOTAL	370.50	\$118,385.00

EXPENSE SUMMARY

EXPENSE CATEGORY	AMOUNT
Airfare	\$1,332.04
Delivery	\$176.26
Ground Transportation	\$315.48
Lodging	\$408.77
Meals	\$49.16
Miscellaneous	\$208.34
Outside Duplicating	\$209.47
Outside Professional Services	\$4,013.70
PTO Filing	\$100.00
TOTAL	\$6,813.22

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FOR THE MONTHLY PERIOD JULY 1, 2006 THROUGH JULY 18, 2006 AND FOR
THE FINAL PERIOD JANUARY 3, 2006 THROUGH JULY 18, 2006**

The within Application (the "Fee Application") of Sonnenschein Nath & Rosenthal LLP ("SNR"), as special counsel, appointed in the chapter 11 cases of Pliant Corporation, et al., the above-captioned debtors and debtors-in-possession (the "Debtors"), for its seventh monthly allowance of compensation for the period of July 1, 2006 through July 18, 2006 (the "Compensation Period"), and for allowance of compensation for the final period of January 3, 2006 through July 18, 2006 (the "Final Period"), respectfully represents and alleges as follows:

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

² 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.

Code.

2. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant §§ 1107(a) and 1108 of the Bankruptcy Code.

3. On February 3, 2006, an Application For an Order Authorizing the Debtors and Debtors-in-Possession to Employ and Retain Sonnenschein Nath & Rosenthal LLP as Special Counsel Pursuant to 11 U.S.C. § 327(e), *Nunc Pro Tunc* to the Petition Date.

4. By Order dated February 21, 2006, SNR was authorized and retained as special counsel to Debtors, effective January 3, 2006.

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

6. This Application is made by SNR for an allowance of compensation for professional services rendered as special counsel to the Debtors for the period of July 1, 2006 through July 18, 2006 (the “Compensation Period”) and for the final period of January 3, 2006 through July 18, 2006 (the “Final Period”). In addition, SNR seeks reimbursement of actual and necessary costs and expenses incurred during the Compensation Period and the Final Period.

7. Specifically, SNR seeks an allowance at this time of \$118,385.00 for services rendered for the Compensation Period and an allowance of \$1,034,363.50 for services rendered for the Final Period. A detailed description of services rendered during the Compensation Period is attached hereto as Exhibit A. SNR also seeks reimbursement of actual and necessary expenses

incurred during the Compensation Period in the sum of \$6,813.22 and for reimbursement of actual and necessary expenses incurred during the Final Period in the sum of \$31,718.96. A schedule of Disbursements incurred during the Compensation Period is attached hereto as Exhibit B.

8. The professional services rendered by SNR as special counsel to the Debtors during the Compensation Period included the following: advice and legal research on day-to-day (non-bankruptcy) legal issues; review of issues related to benefit plan legal requirements and legal research related to same; negotiation and drafting of new stock and cash bonus plan documentation for Mr. Bevis; supplier/customer contract review and negotiation; defending and prosecuting claims by and against third parties before administrative agencies, state and federal courts, to the extent not barred by the automatic stay; advice and counsel on environmental laws and regulations; negotiation and drafting of documentation for the assistance with SEC compliance and disclosure issues; and review and negotiation of real property construction, lease and sale documentation.

9. SNR has rendered professional services as special counsel to the Debtors as requested and necessary and appropriate in furtherance of the Debtors Chapter 11 case.

SUMMARY OF SERVICES BY PROJECT

10. The services rendered by SNR during the Compensation Period can be grouped into the categories set forth below.

Task Description	Hours	Total
General Matters	96.10	\$30,422.00
Farrell v. Pliant	4.70	\$1,457.00
Tredegar Litigation	52.70	\$18,003.50
Winwrap - Dispositive Motions	170.80	\$52,646.50
Winwrap Expert Discovery	4.90	\$2,616.00
Winwrap - Merits Discovery	34.70	\$8,879.00
Pliant Management Team	6.60	\$4,361.00
TOTAL	370.50	\$118,385.00

VALUATION OF SERVICES

Attorney Name	Hours Worked	Rate
Roger T. Brice	6.30	\$670.00
Michael R. Maryn	1.00	\$665.00
Michael D. Rosenthal	5.60	\$660.00
Frank P. VanderPloeg	3.10	\$595.00
Edward H. Rice	21.00	\$570.00
Curtis E. Woods	38.90	\$430.00
Tobias E. Schlueter	0.80	\$420.00
Shaun M. Klein	28.90	\$360.00
Brian R. McGinley	3.80	\$315.00
Juliet A. Cox	31.00	\$310.00
Trina R. LeRiche	10.40	\$310.00
Julie Reliford Formwalt	6.80	\$305.00
Chris S. Heller	3.20	\$275.00
Dianne M. Smith-Misemer	70.70	\$275.00
Bryan P. Stanley	68.80	\$275.00
Jessica M. Norris	5.40	\$245.00
Justin D. Pulikkan	9.50	\$235.00
Nineveh Alkhas	6.70	\$185.00
Kristine Kappel	6.20	\$185.00
Frank C. Koranda, Jr.	16.60	\$185.00

Paraprofessional Name	Hours Worked	Rate
Diane L. Bird	7.80	\$225.00
Kevin A. Wilson	0.90	\$200.00
Doreen E. Colwell	8.60	\$160.00
Jane A. Brown	8.50	\$100.00

11. The nature of the work performed by the persons during the Compensation Period is fully set forth in Exhibit A attached hereto. These are SNR's normal hourly rates for the work of this character. The reasonable value for services rendered by SNR to the Debtors during the Compensation Period is \$118,385.00.

12. In accordance with the factors enumerated in 11 U.S.C. §330, the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the cost of comparable services other than in a case under this title.

DISBURSEMENTS

13. SNR incurred reasonable and necessary out-of-pocket expenses in the sum of \$6,813.22, in connection with rendering legal services to the Debtors during the Compensation Period and in the sum of \$31,718.96, in connection with rendering legal services to the Debtors during the Final Period. A description of the expenses incurred during the Compensation Period is set forth in Exhibit B, attached hereto. Such disbursements include airfare, delivery charges, travel expenses such as lodging, meals and ground transportation and other professional expenses such as the use of outside professional services. Other disbursements are itemized in Exhibit B. These disbursements were necessary to effectively render legal services in this case.

14. Attached hereto as Exhibit C is a Certification of Shaun M. Klein, Esq. submitted pursuant to §504 of the Bankruptcy Code.

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

16. This is the SNR's seventh monthly and final fee application pursuant to this Court's Interim Compensation Order. SNR has received no payment and no 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 SNR and any other person, other than members of SNR, for the sharing of compensation to be received for services rendered in its case.

WHEREFORE, SNR respectfully requests that allowance be made to it as follows: (i) \$118,385.00 as compensation for professional services rendered to and on behalf of the Debtors and \$6,813.22 for reimbursement of actual necessary costs and expenses incurred during the Compensation Period; and (ii) \$1,034,363.50 as compensation for professional services rendered to and on behalf of the Debtors and \$31,718.96 for reimbursement of actual necessary costs and expenses incurred during the Final Period, 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.

Dated: August 16, 2006
Kansas City, Missouri

Respectfully Submitted,

By: /s/ Steven L. Rist
Steven L. Rist, MO Bar No. 33907
SONNENSCHN NATH & ROSENTHAL LLP
4520 Main Street
Suite 1100
Kansas City, MO 64111-7700
816-460-2400 (telephone)
816-531-7545 (facsimile)