

40-3453

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF COLORADO

In re:	)	
	)	
ATLAS CORPORATION	)	Case No. 98 23331 DEC
A Delaware corporation	)	Chapter 11
EIN 15 5503312	)	
	)	
Debtor.	)	

COVER SHEET FOR INTERIM APPLICATION FOR
ALLOWANCE OF FEES AND EXPENSES BY FREEBORN & PETERS,
SPECIAL SECURITIES, LITIGATION, AND ENVIRONMENTAL
COUNSEL FOR THE DEBTOR, FOR THE PERIOD FROM
SEPTEMBER 22, 1998, THROUGH NOVEMBER 30, 1998

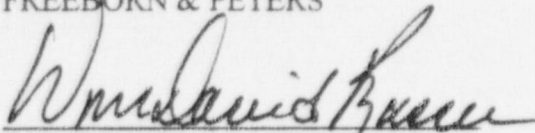
Name of Applicant:	<u>Freeborn & Peters</u>
Authorized to provide professional professional services to:	Debtor-in-Possession
Date of Order Authorizing Employment:	October 20, 1998 <i>nunc pro tunc</i> September 22, 1998
Period for which compensation is sought:	September 22, 1998 through November 30, 1998
Amount of fees sought:	\$20,013.34
Amount of expense reimbursement sought:	\$1,590.87
This is <u>an</u> Interim Application. [x]; Final Application [].	
This is the first application filed herein by this professional.	

o/
nlds

DATED: January 8, 1999

Respectfully submitted,

FREEBORN & PETERS


Wm. David Byassee, #16363
950 17th Street, Suite 2600
Denver, CO 80202

SPECIAL SECURITIES, LITIGATION,
AND ENVIRONMENTAL COUNSEL
FOR THE DEBTOR

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PDR ADDCK 04003453
C PDR

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

In re:

ATLAS CORPORATION
A Delaware corporation
EIN 15 5503312

Debtor.

)
)
) Case No. 98 23331 DEC
) Chapter 11
)
)
)

**NOTICE PURSUANT TO RULE 202 OF APPLICATION FOR
ALLOWANCE OF FEES AND EXPENSES FOR FREEBORN & PETERS
INCLUDING APPLICATION FOR FEES AND EXPENSES FOR THE PERIOD
FROM SEPTEMBER 22, 1998 THROUGH NOVEMBER 30, 1998**

NOTICE IS HEREBY GIVEN that the Debtor applied to this Court for an Order approving the Application for allowance of Fees and Expenses for Freeborn & Peters for Fees and Expenses for the Period from September 30, 1998 through November 30, 1998. The Application seeks approval of fees in the amount of \$20,013.34 and reimbursement of expenses in the amount of \$1,590.87. Freeborn & Peters has been paid 40% of its fees and 47% of its expenses pursuant to the Court's Order approving an interim compensation procedure. The Application seeks authority for the Debtor to pay the remaining fees and expenses incurred between September 22, 1998 and November 30, 1998. A copy of the Application is on file with the Clerk of the United States Bankruptcy Court, 721 19th Street, Denver, Colorado 80202-2508.

On December 17, 1998, the United States Trustee ("UST") gave Notice of Objection to Freeborn & Peters' Fee Application; specifically, Statement No. 99579281, on the grounds that it appeared that some of the time was billed for the benefit of certain officers and directors of Atlas rather than the Debtor's estate. After consultation Freeborn & Peters and the UST agreed that it would be appropriate to apportion the expenses and time billed on that statement, two-thirds to Atlas and one-third to the officers and directors of Atlas. Though the litigation against Atlas was stayed, the time billed in Statement No. 99579281 was for activities undertaken with a view to facilitating settlement of the case on behalf of Atlas and the directors, ultimately benefiting the Debtor's estate. The activities and efforts on behalf of Atlas were successful, for at the time of this filing, the parties have agreed in principal, and the first draft of a settlement agreement is being negotiated. On January 7, 1999, the UST withdrew the Notice of Objection.

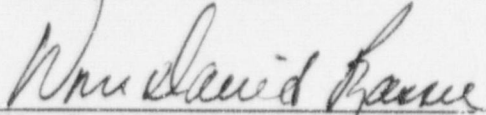
Pursuant to Rule 202 of the Local Rules of Bankruptcy Procedure, if you desire to oppose this action, you must file a written request for hearing with the Court on or before January 29, 1999, and serve a copy thereof on the undersigned. Objections or requests for hearing shall clearly specify the grounds upon which they are based, including the citation of supporting legal authority, if any. General objections will not be considered by the Court.

In the absence of a timely and substantiated objection and request for hearing by an interested party, the Court may approve or grant the aforementioned application without further notice to creditors or other interested parties.

DATED this 8th day of January, 1999.

Respectfully submitted,

FREEBORN & PETERS

A handwritten signature in cursive script, appearing to read "Wm. David Byassee", is written over a horizontal line.

Wm. David Byassee, #16363
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Denver, CO 80202

SPECIAL SECURITIES, LITIGATION,
AND ENVIRONMENTAL COUNSEL
FOR THE DEBTOR

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF COLORADO

In re:

ATLAS CORPORATION
A Delaware corporation
EIN 15 5503312

Debtor.

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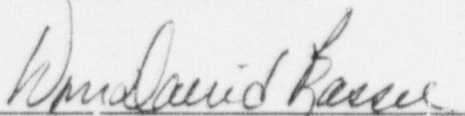
CERTIFICATE OF SERVICE

I hereby certify that on January 8, 1998, I served Freeborn & Peters' Notice Pursuant to Rule 202 of Application for Allowance of Fees and Expenses for Freeborn & Peters Including Application for Fees and Expenses for the Period from September 22, 1998 through November 30, 1998, by mailing true and correct copies thereof, United States Mail, first-class postage prepaid, to all parties on the attached list.

DATED this 8th day of January, 1999.

Respectfully submitted,

FREEBORN & PETERS



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Casilla 10887
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