

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re : Chapter 11
: :
RathGibson, Inc., et al.,¹ : Case No. 09-12452 (CSS)
: :
Debtors. : Jointly Administered
: :
: **Ref. Docket No. 9**
-----X

**ORDER AUTHORIZING PAYMENT OF
PREPETITION COMMON CARRIER, WAREHOUSE,
FREIGHT FORWARDER AND RELATED OBLIGATIONS**

Upon the motion (the "Motion") of RathGibson, Inc. and Greenville Tube Company (the "Debtors"), two of the debtors and debtors in possession in the above-captioned cases for an order, pursuant to sections 105(a), 363(b), 506(b), 1107(a), and 1108 of title 11 of the United States Code (the "Bankruptcy Code"), authorizing the Debtors to pay prepetition common carrier, warehouse, freight forwarder, and related obligations, all as more fully set forth in the Motion; and upon the Declaration of Jon M. Smith in Support of Chapter 11 Petitions and First Day Pleadings (the "Smith Declaration"); and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by this Motion is in the best interests of these estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor, it is hereby

¹ The last four digits of the taxpayer identification numbers of the debtors in these chapter 11 cases follow in parentheses: (i) Greenville Tube Company (2689); (ii) RathGibson, Inc. (3283); (iii) RG Tube Holdings LLC (4080); and (iv) RGCH Holdings Corp. (9683). Such debtors' executive headquarters' address is 475 Half Day Road, Suite 210, Lincolnshire, Illinois 60069.

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is granted.
2. Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.
3. The Debtors are authorized, but not directed, to pay the prepetition Shipping Claims, including amounts owed to Common Carriers, the Warehouse Provider, Freight Forwarders and EL, consistent with their customary practices in the ordinary course of business, not in excess of \$175,000.
4. The Debtors' banks are authorized to process, honor, and pay, to the extent of funds on deposit, any and all prepetition wire transfer requests or checks issued by the Debtors for any prepetition Shipping Claims prior to or after the commencement of these cases.
5. The Debtors are authorized, consistent with this order, to issue postpetition checks, or to effect postpetition fund transfer requests in replacement of any checks or fund transfer requests, for prepetition Shipping Claims dishonored or rejected as of the commencement of these chapter 11 cases.
6. Upon the payment of any Shipping Claim, any property of the Debtors held by or within the control of a Common Carrier, Warehouse Provider, or Freight Forwarder shall be immediately released and delivered to its destination as directed by one or more of the Debtors consistent with their customary practices in the ordinary course of business with the Debtors.
7. The authorization granted hereby to pay certain Shipping Claims shall not create any obligation on the part of the Debtors, their officers, directors, attorneys, or agents to pay the Shipping Claims, and none of the foregoing persons shall have any liability on account

of any decision by the Debtors not to pay a Shipping Claim, and nothing contained in this Order shall be deemed to increase, reclassify, elevate to an administrative expense status, or otherwise affect the Shipping Claims to the extent they are not paid.

8. Notwithstanding any provision herein to the contrary, the Debtors shall not be authorized to pay any Shipping Claim if they determine that funding sufficient to make such payment is not available to them for any reason.

9. Upon any and all third parties' refusal to release property being held as leverage against payment of such party's prepetition claim, the Debtors may request an expedited hearing on not less than five (5) days notice without the need to file a further written motion to compel the Common Carrier, Warehouse Provider, Freight Forwarder, or third party to release such property.

10. The relief granted herein is not and shall not be deemed an approval or assumption of any agreement, contract, or lease.

11. The Debtors, in their discretion, shall undertake appropriate efforts to cause the Common Carriers, Warehouse Providers and Freight Forwarders to acknowledge in writing that payment of their prepetition claims is conditioned upon the applicable Common Carrier, Warehouse Provider or Freight Forwarder continuing to supply services to the Debtors on trade terms that, at a minimum, such Common Carrier, Warehouse Provider or Freight Forwarder provided to the Debtors within the six months prior to the Petition Date, or such other trade practices and programs that are at least as favorable to the Debtors as those in effect prior to the Petition Date, and the Debtors shall have the right to negotiate more favorable trade terms with any Common Carrier or Warehouse Provider as a condition to payment of any such prepetition claim.

12. Any payment made pursuant to this Order is not, and shall not be deemed, an admission as to the validity of the underlying obligation or a waiver of any rights the Debtors may have to subsequently dispute such obligation.

13. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion.

14. The notice requirements of Bankruptcy Rule 6004(a) are hereby deemed waived.

15. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

16. This Court shall, and hereby does, retain jurisdiction respecting all matters arising from or related to the implementation of this Order.

Dated: Wilmington, Delaware
July 14, 2009



CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE