

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

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In re : Chapter 11  
 :  
RathGibson, Inc., et al.,<sup>1</sup> : Case No. 09-12452 (CSS)  
 :  
Debtors. : Jointly Administered  
 :  
 : **Ref. Docket Nos. 335 and 375**  
-----X

**CERTIFICATION OF COUNSEL REGARDING PROPOSED ORDER APPROVING  
STIPULATION BY AND BETWEEN RATHGIBSON, INC. AND SRO PROPERTIES, L.P.  
EXTENDING THE SECTION 365(d)(4) DEADLINE**

The undersigned counsel hereby certifies as follows:

1. RathGibson, Inc. ("Tenant"), one of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), and SRO Properties, L.P. (the "Landlord," and together with the Tenant and the remaining Debtors, the "Parties") are parties to a certain lease (the "Lease") of non-residential real property, pursuant to which the Landlord leases the premises located at 140 South Lake Avenue, Pasadena, California 91101 to the Tenant.

2. The original 120-day period (the "Assumption/Rejection Period") to assume or reject unexpired leases of nonresidential real property, including the Lease, was set to expire on November 10, 2009. On October 14, 2009, the Debtors filed the *Debtors' Motion for Order Extending the Deadline to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Section 365(d)(4) of the Bankruptcy Code* (the "Extension Motion") [Docket No. 335], which sought a 90-day extension of the Assumption/Rejection Period through and including February 8, 2010.

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

3. By Order dated November 3, 2009 [Docket No. 375] the Court approved the Extension Motion and extended the deadline to assume or reject nonresidential real property leases to and including February 8, 2010 (the “Current Deadline”).

4. In order to avoid the implications of the automatic rejection of the Lease under section 365(d)(4) of the Bankruptcy Code after the expiration of the Current Deadline, the Debtors contacted the Landlord to obtain a consensual extension of the Current Deadline. As a result of those discussions, the Parties have entered into the *Stipulation By and Between RathGibson, Inc. and SRO Properties, L.P. Extending the Section 365(d)(4) Deadline* (the “Stipulation”). The Stipulation consensually extends the Current Deadline through and including June 30, 2010. Attached hereto is a proposed form of order approving the Stipulation (the “Proposed Order”). A copy of the Stipulation is attached to the Proposed Order as Exhibit A.

*[Signature page follows]*

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order approving the Stipulation at its earliest convenience without further notice or hearing.

Dated: Wilmington, Delaware  
February 1, 2010

YOUNG CONAWAY STARGATT & TAYLOR, LLP

*/s/ Michael S. Neiburg*

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Co-Counsel for the Debtors and Debtors in Possession

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**ORDER APPROVING STIPULATION BY AND BETWEEN RATHGIBSON, INC. AND  
SRO PROPERTIES, L.P. EXTENDING THE SECTION 365(d)(4) DEADLINE**

Upon consideration of the *Stipulation By and Between RathGibson, Inc. and SRO Properties, L.P. Extending the Section 365(d)(4) Deadline* (the "Stipulation");<sup>2</sup> and after due deliberation and sufficient cause appearing therefor; it is hereby:

ORDERED that the Stipulation attached hereto as Exhibit A is APPROVED; and it is further

ORDERED that, in accordance with the Stipulation, the Current Deadline is extended through and including June 30, 2010, without prejudice to the Debtors' rights to request a further extension of such deadline, subject to Landlord's consent to any such further extension; and it is further

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

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Stipulation.

ORDERED that this Court shall retain jurisdiction over any and all matters arising from or related to the Stipulation and the implementation or interpretation of this Order.

Dated: Wilmington, Delaware  
February \_\_, 2010

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CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

**Stipulation**

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

|                                                |   |                         |
|------------------------------------------------|---|-------------------------|
| In re                                          | X |                         |
|                                                | : | Chapter 11              |
| RathGibson, Inc., <u>et al.</u> , <sup>1</sup> | : | Case No. 09-12452 (CSS) |
| Debtors.                                       | : | Jointly Administered    |
|                                                | : |                         |
|                                                | X |                         |

**STIPULATION BY AND BETWEEN RATHGIBSON, INC. AND  
SRO PROPERTIES, L.P. EXTENDING THE SECTION 365(d)(4) DEADLINE**

RathGibson, Inc. ("Tenant"), one of the above captioned debtors and debtors-in-possession (collectively, the "Debtors"), and SRO Properties, L.P. ("Landlord," and together with Tenant and the remaining Debtors, collectively, the "Parties"), pursuant to section 365(d)(4) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"), hereby stipulate (the "Stipulation") as follows:

**RECITALS**

WHEREAS on July 13, 2009 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

WHEREAS each Debtor is continuing to operate its business and manage its properties as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

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

WHEREAS Tenant and Landlord are parties to a lease (the "Lease") of non-residential real property for the premises located at 140 South Lake Avenue, Pasadena, California 91101 (the "Property").

WHEREAS on October 14, 2009, the Debtors filed the *Debtors' Motion for Order Extending the Deadline to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Section 365(d)(4) of the Bankruptcy Code* (the "Extension Motion") [D.I. 335], which sought to extend the deadline to assume or reject the Debtors' leases of non-residential real property under section 365(d)(4) (the "Rejection Deadline") for the additional 90 day period provided in section 365(d)(4)(B) of the Bankruptcy Code.

WHEREAS by Order dated November 3, 2009 [Docket No. 375], the Bankruptcy Court approved the Extension Motion and extended the deadline to assume or reject nonresidential real property leases to and including February 8, 2010 (the "Current Deadline").

WHEREAS section 365(d)(4)(B)(ii) of the Bankruptcy Code provides that if the Bankruptcy Court grants an initial 90 day extension of the Rejection Deadline, the Bankruptcy Court may grant a subsequent extension only upon the prior written consent of the lessor.

WHEREAS the Landlord has agreed to extend the Current Deadline pursuant to the terms of this Stipulation.

**NOW THEREFORE**, the Parties hereby stipulate and agree, pursuant to section 365(d)(4) of the Bankruptcy Code, as follows:

1. Landlord consents to an extension of the Current Deadline through and including June 30, 2010. Upon entry of an order approving the Stipulation, the Current Deadline shall be extended through and including June 30, 2010, without prejudice to the Debtors' rights to request a further extension of such deadline.

2. This Stipulation is intended by the Parties to be binding upon their successors, agents and assigns, including bankruptcy trustees and estate representatives and any parent, subsidiary and affiliated entity of each party.

3. This Stipulation may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute but one and the same document.

4. This Stipulation shall be governed by and construed in accordance with the internal laws of the State of Delaware without reference to its conflicts of laws rules, and the Parties hereto consent to the exclusive jurisdiction of the Bankruptcy Court for all matters concerning this Stipulation to the fullest extent that the Bankruptcy Court has jurisdiction under 28 U.S.C. §1334.

5. This Stipulation is subject to Bankruptcy Court approval.

6. The Bankruptcy Court shall retain jurisdiction to interpret, enforce, and resolve any disputes arising under or related to this Stipulation. Any motion or application brought before the Bankruptcy Court to resolve any dispute arising under or related to this Stipulation shall be brought on proper notice in accordance with the relevant Bankruptcy Rules and the Local Rules of the Bankruptcy Court.

7. This Stipulation shall constitute the entire agreement between the parties with respect to the subject matter hereof and shall supersede any previous negotiations, commitments, writings, orders or judgments with respect to such subject matter and no provision of this Stipulation may be changed except by a written instrument executed by the parties hereto.

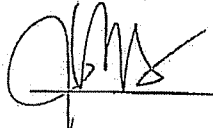
8. The person who executes this Stipulation by or on behalf of each respective party represents and warrants that he or she has been duly authorized and empowered to execute and deliver this Stipulation on behalf of such party.

9. It is acknowledged that each party has participated in and jointly consented to the drafting of this Stipulation and that any claimed ambiguity shall not be construed for or against either party on account of such drafting.

AGREED AND ACCEPTED

Dated: January \_\_, 2010

10. RATHGIBSON, INC.

11. By:   
13. \_\_\_\_\_

14. Name: Jon Smith

15. Its: Chief Financial Officer

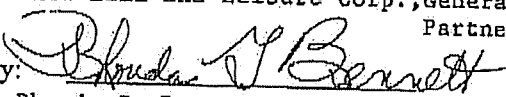
19.

20.

21.

SRO Properties, L.P.

12. By: Sero Properties A California Limited Partnership, General Partner  
By: Deanza Land and Leisure Corp., General Partner

16. By:   
Rhonda G. Bennett  
Its: Assistant Secretary

17. Name:

18. Its: