

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re : Chapter 11
: :
RathGibson, Inc., et al.,¹ : Case No. 09-12452 (CSS)
: :
Debtors. : Jointly Administered
: :
: **Ref. Docket No. 7**
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INTERIM ORDER: (I) PROHIBITING UTILITIES FROM ALTERING, REFUSING OR DISCONTINUING SERVICES; (II) DEEMING UTILITY COMPANIES ADEQUATELY ASSURED OF FUTURE PERFORMANCE; AND (III) ESTABLISHING PROCEDURES FOR DETERMINING ADEQUATE ASSURANCE OF PAYMENT; AND (IV) SCHEDULING A FINAL HEARING

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 Interim Order² and Final Order pursuant to section 366 of title 11 of the United States Code (the "Bankruptcy Code"): (i) prohibiting Utility Companies from altering, refusing or discontinuing services; (ii) deeming Utility Companies adequately assured of future performance; (iii) establishing procedures for determining adequate assurance of payment; and (iv) scheduling a final hearing on the Motion; and upon the Declaration of Jon M. Smith in Support of Chapter 11 Petitions and First Day Pleadings; 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 the Debtors, their estates, their creditors,

¹ 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.

² Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Motion.

and other parties in interest; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is granted on an interim basis.
2. Until ~~such time as the Final Order is entered by~~ ^{Further Order of} the Court, all Utility

Companies are prohibited from: (i) discontinuing, altering or refusing service to the Debtors on account of any unpaid prepetition charges; (ii) discriminating against the Debtors; or (iii) requiring payment of a deposit or receipt of any other security for continued Utility Services as a result of the Debtors' commencement of chapter 11 cases or any outstanding prepetition invoices, other than as set forth in the Motion.

3. The Debtors shall, within twenty (20) days of the Petition Date, furnish Utility Companies with adequate assurance of payment for postpetition services by depositing \$230,000 in an account maintained by the Debtors (the "Utility Deposit Account").

4. The Debtors may adjust the balance in the Utility Deposit Account if the Debtors: (a) terminate any Utility Service provided by a Utility Company; (b) provide Additional Adequate Assurance (as defined herein) to a Utility Company; or (c) determine that an entity listed on Exhibit A to the Motion is not a "utility" within the meaning of section 366 of the Bankruptcy Code.

5. In the event that a Utility Company believes that additional assurance ("Additional Adequate Assurance") is required, it may request such Additional Adequate Assurance pursuant to the procedures set forth below (the "Additional Adequate Assurance Procedures"):

- (a) Any Utility Company desiring Additional Adequate Assurance must serve a written request (an "Additional Adequate Assurance Request") so that it

is received by the following parties at each of the following addresses:
(i) RathGibson, 475 Half Day Road, Suite 210, Lincolnshire Illinois 60069, Attn: Jon M. Smith; (ii) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware 19801, Attn: Michael S. Neiburg, Esq., co-counsel to the Debtors; and (iii) Willkie Farr & Gallagher LLP, 787 Seventh Ave, New York, New York 10019, Attn: Paul V. Shalhoub, Esq. and Robin Spigcl, Esq., co-counsel to the Debtors (the "Notice Parties");

- (b) Any Additional Adequate Assurance Request must: (i) be made in writing; (ii) set forth the type of Utility Services provided as well as the location and account number(s); (iii) include a summary of the Debtors' payment history relevant to each affected account(s), including any security deposits; and (iv) include a proposal for what would constitute adequate assurance from the Debtors, along with an explanation as to why the Utility Company believes the Proposed Adequate Assurance is not sufficient adequate assurance of future payment;
- (c) Upon the Debtors' receipt of any Additional Adequate Assurance Request at the addresses set forth above, the Debtors shall have twenty (20) days after the Additional Adequate Assurance Request (the "Resolution Period") to negotiate with such Utility Company to resolve such Utility Company's request for additional assurance of payment;
- (d) The Debtors may, in their discretion, resolve any Additional Adequate Assurance Request by mutual agreement with the Utility Company and without further order of the Court, and may, in connection with any such agreement, in their discretion, provide a Utility Company with Additional Adequate Assurance in the form of, but not limited to, cash deposits, prepayments and or other forms of security, without further order of this Court if the Debtors believe such Additional Adequate Assurance is reasonable;
- (e) If the Debtors determine that an Additional Adequate Assurance Request is not reasonable and are not able to reach an alternative resolution with the Utility Company during the Resolution Period, the Debtors, during or immediately after the Resolution Period, will schedule a hearing on an expedited basis before this Court to determine the adequacy of assurances of payment with respect to a particular Utility Company (the "Determination Hearing") pursuant to section 366(c)(3) of the Bankruptcy Code;
- (f) During any Resolution Period and, if applicable, pending resolution of any Determination Hearing, the particular Utility Company that has requested the Additional Adequate Assurance at issue shall be restrained from discontinuing, altering, or refusing service to the Debtors on account of unpaid charges for prepetition services or on account of any objections to

the Proposed Adequate Assurance; and

- (g) Unless and until a future order of the Court is entered requiring further assistance of payment, based on the establishment of Proposed Adequate Assurance, a Utility Company shall be deemed to have adequate assurance of payment.

6. A Utility Company shall be deemed to have adequate assurance of payment unless and until: (a) the Debtors, in their sole discretion, agree to (i) an Additional Adequate Assurance Request, or (ii) an alternative adequate assurance of payment with the Utility Company during the Resolution Period; or (b) this Court enters an order at any Determination Hearing requiring that additional adequate assurance of payment be provided.

7. The Motion and this Interim Order shall be served by overnight mail, hand delivery or fax on each Utility Company the Debtors believe could be affected by the Motion and all other parties required to receive service under Rule 2002-1(b) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules") within five (5) business days of entry of this Interim Order.

8. Any responses or objections to the Motion and entry of the Final Order must: (i) be made in writing; (ii) state with particularity the grounds therefore; (iii) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules; and (iv) be served upon co-counsel to the Debtors: (i) RathGibson, 475 Half Day Road, Suite 210, Lincolnshire Illinois 60069, Attn: Jon M. Smith; (ii) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware 19801, Attn: Michael S. Neiburg, Esq., co-counsel to the Debtors; and (iii) Willkie Farr & Gallagher LLP, 787 Seventh Ave, New York, New York 10019, Attn: Paul V. Shalhoub, Esq. and Robin Spigel, Esq., co-counsel to the Debtors. The deadline by which objections to the Motion and the Final Order must be filed and received by co-counsel to the Debtors is August 4, 2009, at 4:00 p.m. (prevailing Eastern

Time). A final hearing, if required, on the Motion will be held on August 11
2009 at 12:00 p.m. (prevailing Eastern Time). If no objections are filed to the Motion and
entry of the Final Order, the Court may enter the Final Order without further notice or hearing.

9. This Court shall retain jurisdiction to interpret, implement and enforce the
provisions of this Interim Order.

Dated: Wilmington, Delaware
July 14, 2009



CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE