

**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)**
 :
 : **Jointly Administered**
 :
Debtors. : **Re: Docket No. 464**
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CERTIFICATION OF COUNSEL

The undersigned hereby certifies as follows:

1. On December 23, 2009, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an **Order Directing Appointment of Fee Examiner** [Docket No. 464] (the "Fee Examiner Order"), pursuant to which the Court (i) appointed a fee examiner in connection with the above-captioned bankruptcy cases, and (ii) directed the above-captioned debtors and debtors in possession (the "Debtors") and the official committee of unsecured creditors appointed in these cases (the "Committee") to confer regarding the selection of a Fee Examiner and the establishment of related procedures.

2. In accordance with the Fee Examiner Order, the Debtors and the Committee have conferred and have (i) selected Direct Fee Review LLC as the fee examiner (the "Fee Examiner") in connection with these cases, and (ii) agreed upon the procedures set forth in the Proposed Order (defined below) relating to the Fee Examiner's review of fee applications in

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). Such debtors' executive headquarters' address is 475 Half Day Road, Suite 210, Lincolnshire, Illinois 60069.

these cases. As part of the proposed procedures agreed upon by the Debtors and the Committee, and as set forth in paragraph 5(a) of the Proposed Order, the Fee Examiner will only review fee applications filed after the entry of the Proposed Order.

3. Attached hereto as Exhibit 1 is a proposed form of order (the "Proposed Order") appointing Direct Fee Review LLC as the Fee Examiner in these cases and establishing certain procedures in connection therewith.

4. The Debtors respectfully request that the Court enter the Proposed Order at the earliest convenience of the Court.

Dated: March 3, 2010
Wilmington, Delaware


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EXHIBIT 1

Proposed Order

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**ORDER APPOINTING FEE EXAMINER AND DIRECTING RELATED
PROCEDURES CONCERNING THE PAYMENT OF COMPENSATION
AND CONSIDERATION OF FEE APPLICATIONS**

Upon the entry by this Court of the *Order Directing Appointment of Fee Examiner* [Docket No. 464] (the “Fee Examiner Order”); and it appearing that the size and complexity of the above-captioned jointly administered bankruptcy cases (the “Bankruptcy Cases”) will result in the filing of numerous and lengthy professional fee applications; and it appearing that appointment of a fee examiner in the Bankruptcy Cases pursuant to Rule 706 of the Federal Rules of Evidence and Rule 2016-2(i) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), is in the best interests of the Debtors, their estates, their creditors and other parties in interest, and is in accordance with and the procedures of this Court; and it appearing that (a) this Court has subject matter jurisdiction over this matter pursuant to 28 U.S.C. § 1334, and (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Debtors having conferred and having reached agreement with the Official Committee of Unsecured Creditors

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(the "Committee") regarding the selection of the fee examiner to be appointed in the Bankruptcy Cases and with respect to this Order in accordance with this Court's procedures; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. Direct Fee Review LLC is appointed and shall be employed as the fee examiner (the "Fee Examiner") in the Bankruptcy Cases, subject to the filing of a verified statement in accordance with Rule 2014(a) of the Federal Rules of Bankruptcy Procedure.

2. This Order shall apply to all professionals requesting compensation and/or reimbursement of expenses for services rendered pursuant to sections 327, 330, or 503(b) of title 11 of the United States Code (the "Bankruptcy Code"), including any compensation requested by any professional or any other person for making a substantial contribution in the Debtors' chapter 11 cases, but excluding (i) ordinary course professionals employed by the Debtors in accordance with the *Order Authorizing Debtors to Employ Professionals Utilized in the Ordinary Course of Business Pursuant to Bankruptcy Code Sections 105(a), 327, 328(a) and 330* [Docket No. 147], (ii) members of the Committee on account of such members' applications for reimbursement of expenses incurred in their capacity as members of the Committee, or (iii) all professionals requesting the payment of any fixed monthly fee, success fee or transaction fee pursuant to section 328 of Bankruptcy Code set forth in such professionals' engagement agreement, solely with respect to such requested fixed monthly fee, success fee or transaction fee.

3. Within two (2) business days of the filing of each Monthly Fee Application, the applicant filing such application (each, an "Applicant") shall send to the Fee Examiner via electronic mail the application, including the fee detail containing the time entries and the expense detail (the "Fee Detail"), in Adobe Acrobat format, and shall send to the Fee

Examiner via electronic mail the Fee Detail in an electronic format such as Ledes, Excel, Microsoft Word or WordPerfect, but not Adobe Acrobat. An Applicant need not send to the Fee Examiner the electronic formatted Fee Detail for any Interim Fee Application Request (as defined in the Court's *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Interim Compensation Order") [Docket No. 148]) if such Applicant has previously submitted all of such electronic formatted Fee Detail relevant to such Interim Fee Application to the Fee Examiner, whether in conjunction with the relevant Monthly Fee Applications or otherwise. If any Applicant cannot reasonably convert its Fee Detail to one of the electronic formats described above, the Fee Examiner will work with such applicant to find an appropriate electronic format.

4. Pursuant to the Interim Compensation Order, upon the expiration of the Objection Deadline (as defined in the Interim Compensation Order), each professional shall be permitted to file a certificate of no objection with the Court after which the Debtors are authorized to pay each professional an amount equal to the lesser of (a) 80% of the fees and 100% of the expenses requested in the fee application or (b) 80% of the fees and 100% of the expenses requested in the fee application and not subject to an objection pursuant to the procedures set forth in the Interim Compensation Order, including an informal objection or inquiry by the Fee Examiner.

5. The Fee Examiner shall:

- (a) review all fee applications filed by estate professionals in the Bankruptcy Cases after the date of entry of this order, including any application from a prior period that is the subject of an Interim Fee Application Request filed after the date of entry of this order;
- (b) during the course of its review of such fee applications, consult, as it deems appropriate, with each professional concerning such professional's fee application;
- (c) during the course of its examination of the fee applications, review

any document filed in the Bankruptcy Cases;

- (d) within twenty (20) days after a professional files an Interim Fee Application Request for allowance of compensation and reimbursement of expenses, serve an initial report (the “Initial Report”) on such professional designed to quantify and present factual data relevant to whether the requested fees, disbursements and expenses meet the applicable standards of section 330 of the Bankruptcy Code and Local Rule 2016-2;
- (e) within seven (7) days after the service of the Initial Report, engage in informal communication with each professional, the purpose of which is to resolve matters raised in the Initial Report. The Fee Examiner shall endeavor to reach consensual resolution with each professional with respect to that professional’s requested fees and expenses. The Fee Examiner may also use the informal response process to revise findings contained in the Initial Report. Each professional may provide the Fee Examiner with verbal or written supplemental information which the professional believes is relevant to the Initial Report;
- (f) following communications between the Fee Examiner and the professional, and the Fee Examiner’s review of any supplemental information provided by such professional in response to the Initial Report, conclude the informal response period by filing with the Court a report with respect to each fee application (the “Final Report”), fourteen (14) days after the service of the Initial Report. The Final Report shall be in a format designed to quantify and present factual data relevant to whether the requested fees and expenses of each professional meet the applicable standards of section 330 of the Bankruptcy Code and Local Rule 2016-2. The Final Report shall also inform the Court of all proposed consensual resolutions of the fee and/or expense reimbursement request for each professional and the basis for such proposed consensual resolution; and
- (g) serve each Final Report on the Office of the United States Trustee, counsel for any official committee, once formed, counsel for the Debtors and each professional whose fees and expenses are addressed in the Final Report.

6. Prior to any interim hearing on allowance of compensation and reimbursement of expenses, but no later than seven (7) days after the Fee Examiner’s service of the Final Report (unless the Fee Examiner and the Applicant agree to extend to such period of time and provide written notice to the Debtors’ counsel of such extension), the professional(s)

subject to such Final Report may file with the Court a response (the "Response") to such Final Report. The Response shall be served upon the parties served with the Final Report and the Fee Examiner.

7. The fees and expenses of the Fee Examiner shall be subject to application and review pursuant to section 330 of the Bankruptcy Code and shall be paid from the Debtors' estates as an administrative expense under section 503(b)(2) of the Bankruptcy Code.

8. Counsel for the Debtors shall serve a copy of this Order, in accordance with the Local Rules, on the Office of the United States Trustee, the Committee, and each professional, other than ordinary course professionals, employed by the Debtors or the Committee in these Bankruptcy Cases pursuant to sections 327 and 330 of the Bankruptcy Code.

9. Nothing herein shall affect any parties right to request a waiver of the requirements to Bankruptcy Local Rule 2016-2 or the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Under 11 U.S.C. § 330, effective January 30, 1996 (the "Guidelines"), to the extent they apply.

10. This Order shall be effective upon its entry on the docket of the Bankruptcy Cases.

Dated: March ____, 2010
Wilmington, Delaware

THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE