

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

In re:)
) Chapter 11
RG Liquidation, Inc.,)
f/k/a RathGibson, Inc., <u>et al.</u> , ¹) Case No. 09-12452 (CSS)
)
Debtors.) Jointly Administered
)
) Objection Deadline: July 5, 2010 at 4:00 p.m. (ET)
) Hearing Date: only if objections are filed

**THIRD MONTHLY APPLICATION OF GRANT THORNTON LLP FOR
COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM MAY 1, 2010 THROUGH MAY 28, 2010**

Name of Applicant:	<u>Grant Thornton LLP</u>
Authorized to Provide Professional Services to:	The Debtors and Debtors-in-Possession
Date of Retention:	March 17, 2010 (<i>nunc pro tunc</i> to December 17, 2009)
Period for which compensation and reimbursement is sought:	May 1, 2010 through May 28, 2010
Amount of Compensation sought as actual, reasonable, and necessary:	<u>\$9,302.00</u>
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	<u>\$ 0.00</u>

This application includes 6.9 hours and \$1,836.00 incurred in connection with the preparation of monthly fee applications.

¹ The last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) RG Liquidation III, Inc. f/k/a Greenville Tube Company (2689); (ii) RG Liquidation, Inc. f/k/a RathGibson, Inc. (3283); (iii) RG Liquidation IV, LLC f/k/a RG Tube Holdings LLC (4080); and (iv) RG Liquidation II, Inc. f/k/a RGCH Holdings Corp. (9683). Prior to the consummation of the sale of substantially all of the Debtors' assets, the Debtors' executive headquarters' address was 475 Half Day Road, Suite 210, Lincolnshire, Illinois 60069. The Plan Administrator's address is c/o Amper Politziner & Mattia LLP, 101 West Avenue, P.O. Box 458, Jenkintown, PA 19046.

**SUMMARY OF PROFESSIONALS
AND PARAPROFESSIONALS RENDERING
SERVICES FROM MAY 1, 2010 THROUGH MAY 28, 2010**

Name of Professional	Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate	Total Hours Billed	Total Compensation
Patrick C. Shea	Tax Partner	\$580	.5	\$232.00
Robert Gustavson	Tax Partner	\$505	1.0	\$404.00
William D. Schenkelberg	State and Local Tax Senior Manager	\$545	.3	\$109.00
Kristine K. Aeschlimann	Tax Manager	\$300	2.9	\$660.00
Andrew C. Larsen	State and Local Tax Manager	\$445	1.4	\$445.00
Jay M. Baehman	State and Local Tax Manager	\$455	1.5	\$546.00
John J. O'Brien	State and Local Tax Manager	\$465	8.5	\$3,162.00
Ryan T. Harried	Tax Senior Associate	\$320	6.5	\$1,600.00
Angelo G. Marino	State and Local Tax Senior Associate	\$335	8.0	\$2,144.00
TOTALS			30.6	\$9,302.00
	Blended Rate:			\$303.99

**SUMMARY OF COMPENSATION BY PROJECT CATEGORY
FOR THE PERIOD MAY 1, 2010 THROUGH MAY 28, 2010**

Category	Hours	Fees
NJ Sales & Use Tax Audit (1)	17.6	\$5,607.00
Nexus Research/State Registration (2)	5.8	\$1,795.00
Foreign Bank Account Filing Review (3)	.3	\$64
Fee Application Preparation (4)	6.9	\$1,836.00
TOTALS	30.6	\$9,302.00

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**THIRD MONTHLY APPLICATION OF GRANT THORNTON LLP, EXTERNAL
AUDITOR FOR THE DEBTORS, FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM MAY 1, 2010 THROUGH MAY 28, 2010**

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, the public accounting firm of Grant Thornton LLP (hereinafter “Grant Thornton”) hereby moves this Court for reasonable compensation for professional audit and tax services rendered as external auditors and tax advisors to the above-captioned debtors and debtors-in-possession (the “Debtors”) in the amount of \$9,302.00 together with reimbursement for actual and necessary expenses incurred in the amount of \$0.00 for the period commencing May 1, 2010 through and including May 28, 2010 (the “Fee Period”). In support of its Application, Grant Thornton respectfully represents as follows:

RETENTION OF GRANT THORNTON BY DEBTORS

1. Grant Thornton was employed to perform audit and tax services for the Debtor, pursuant to an order entered by this Court on March 17, 2009 (the “Order”) [Docket No. 557], effective as of the petition date. The Order authorized Grant Thornton to be compensated

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on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses. All services for which compensation is requested by Grant Thornton were performed for or on behalf of the Debtors.

COMPENSATION PREVIOUSLY PAID

2. All services for which compensation is requested by Grant Thornton were performed for or on behalf of the Debtors.

SUMMARY OF SERVICES RENDERED

3. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Fee Period showing the amount of \$9,302.00 for fees. Exhibit B is not attached because no expenses were paid during the Fee Period.

4. The services rendered by Grant Thornton during the Fee Period are grouped into the categories set forth in Exhibit A. The professionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

DISBURSEMENTS

5. Grant Thornton did not incur out-of-pocket disbursements during the Fee Period. To the extent such itemization is insufficient to satisfy the requirements of Del. Bankr. L.R. 2016-2(e)(ii), Grant Thornton respectfully requests that the Court waive strict compliance with such rule.

VALUATION OF SERVICES

7. Professionals of Grant Thornton have expended a total of 30.6 hours in connection with this matter during the Fee Period.

8. The amount of time spent by each of these persons providing services to the Debtors for the Fee Period is fully set forth in the detail attached hereto as Exhibit A. These are Grant Thornton's normal hourly rates of compensation for work of this character. The

reasonable value of the services rendered by Grant Thornton for the Period as external auditors and tax advisors of the Debtors is \$9,302.00.

9. Grant Thornton believes that the time entries included in Exhibit A attached hereto are in compliance with the requirements of Local Rule 2016-2.

10. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

11. This Application covers the period May 1, 2010 through and including May 28, 2010. Grant Thornton has and will continue to perform additional necessary services subsequent to May 28, 2010, for which Grant Thornton will file subsequent fee applications.

WHEREFORE, Grant Thornton requests that allowance be made to it in the sum of \$9,302.00 as compensation for necessary professional services rendered to the Debtors for the Fee Period, and further requests such other and further relief as this Court may deem just and proper.

Dated: Madison, Wisconsin
June 11, 2010

GRANT THORNTON LLP



Deron M. Curliss
2 E. Gilman Street
Suite 501
Madison, WI 53703

VERIFICATION

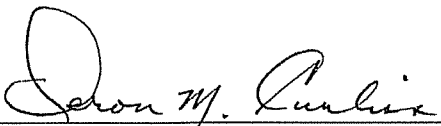
STATE OF WISCONSIN)
)
DANE COUNTY) SS:

Deron M. Curliss, after being duly sworn according to law, deposes and says:

1. I am a partner with the applicant firm, Grant Thornton LLP.

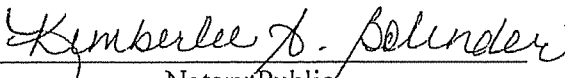
2. I am thoroughly familiar with all other work performed on behalf of the Debtors by the professionals in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

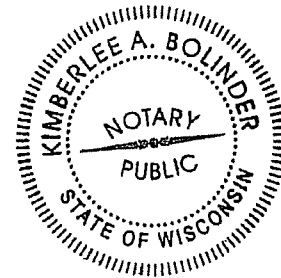


Deron M. Curliss

SWORN TO AND SUBSCRIBED before me this 11th day of June , 2010.



Notary Public



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NOTICE OF APPLICATION

TO: (I) THE FEE EXAMINER; (II) THE DEBTORS; (III) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; AND (IV) COUNSEL TO THE COMMITTEE

PLEASE TAKE NOTICE that the **Third Monthly Application of Grant Thornton LLP for Compensation for Services Rendered and Reimbursement of Expenses for the Period from May 1, 2010 through May 28, 2010** (the "Application") has been filed with the Bankruptcy Court, seeking allowance of fees in the amount of \$9,302.00 and reimbursement of expenses in the amount of \$0.00.

PLEASE TAKE FURTHER NOTICE that Objections to the Application, if any, are required to be filed on or before **July 5, 2010 at 4:00 p.m. (ET)** (the "Objection Deadline") with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801.

At the same time, you must also serve a copy of the Objection so as to be received by the following on or before the Objection Deadline: (i) the Debtors, RathGibson, Inc., 475 Half Day Road, Suite 210, Lincolnshire, Illinois 60069 (Attn: Jon M. Smith, Chief Financial Officer); (ii) co-counsel to the Debtors, (a) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019-6099 (Attn: Robin Spigel, Esq.) and (b) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware 19801, (Attn: Matthew B. Lunn, Esq.); (iii) the Office of the United States Trustee, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: Jane Leamy, Esq.); and (iv) co-counsel to Official

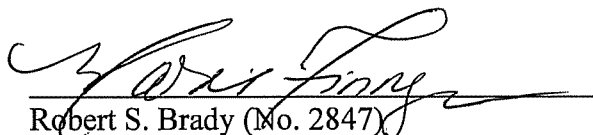
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Committee of Unsecured Creditors (a) Otterbourg, Steindler, Houston & Rosen, P.C., 230 Park Avenue, New York, NY 10169 (Attn: William M. Silverman, Esq. and Jenette Barrow-Bosshart, Esq.) and (b) Pepper Hamilton LLP, Hercules Plaza, Suite 5100, 1313 Market Street, P.O. Box 1709, Wilmington, DE 19899-1709 (Attn: Henry J. Jaffe, Esq. and John H. Schanne II, Esq.).

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ADMINISTRATIVE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS PURSUANT TO SECTIONS 331 AND 105(a) OF THE BANKRUPTCY CODE [DOCKET NO. 148], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF THE REQUESTED INTERIM FEES AND 100% OF THE REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT. ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE WILL A HEARING BE HELD ON THE APPLICATION.

Dated: Wilmington, Delaware
June 14, 2010

**YOUNG CONAWAY
STARGATT & TAYLOR, LLP**



Robert S. Brady (No. 2847)
Matthew B. Lunn (No. 4119)
Maris J. Finnegan (No. 5294)
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, Delaware 19801
Telephone: (302) 571-6600

- and -

WILLKIE FARR & GALLAGHER LLP

Paul V. Shalhoub (admitted *pro hac vice*)
Robin Spigel (admitted *pro hac vice*)
787 Seventh Avenue
New York, New York 10019-6099
Telephone: (212) 728-8000

Co-Counsel for the Debtors and Debtors in Possession

EXHIBIT A

Name	Date	Project Code	Descriptions	Hours	Rate	Fees
Aeschlimann, Kristine K	05/04/2010	4	billing analysis with Ryan	0.50	\$300.00	\$ 120.00
Aeschlimann, Kristine K	05/05/2010	4	billing disc with Ryan	0.30	\$300.00	\$ 60.00
Aeschlimann, Kristine K	05/10/2010	4	fee applications with Ryan	0.30	\$300.00	\$ 60.00
Aeschlimann, Kristine K	05/12/2010	4	fee applications with Ryan; NJ audit call with Bill S	0.50	\$300.00	\$ 120.00
Aeschlimann, Kristine K	05/14/2010	4	billing	0.50	\$300.00	\$ 120.00
Aeschlimann, Kristine K	05/19/2010	4	billing follow up with Ashley; amended april application; may application finalize	0.50	\$300.00	\$ 120.00
Aeschlimann, Kristine K	05/24/2010	2	sales and use tax update from Ryan; TR timing update	0.30	\$300.00	\$ 60.00
Aeschlimann, Kristine K Total				2.90		\$ 660.00
Baehman, Jay M	05/06/2010	2	research sales/use tax treatment of disregarded LLC's for 8 states	1.00	\$455.00	\$ 364.00
Baehman, Jay M	05/24/2010	2	discussion with client about sales tax registrations after bankruptcy	0.50	\$455.00	\$ 182.00
Baehman, Jay M Total				1.50		\$ 546.00
Gustavson, Robert	05/10/2010	4	Billing	1.00	\$505.00	\$ 404.00
Gustavson, Robert Total				1.00		\$ 404.00
			BCON.20300 Call with Bill about NJ audit and coordinating meeting for GT team.	0.50	\$320.00	\$ 128.00
Harried, Ryan T	05/06/2010	1		0.50	\$320.00	\$ 128.00
Harried, Ryan T	05/12/2010	1	Call with Bill Schenkelberg, KKA and Bill D about NJ audit	0.30	\$320.00	\$ 64.00
			BCON.10300 Rath Billing, Amending April's fee application and exhibits and discussing with Bob April's time	3.00	\$320.00	\$ 768.00
Harried, Ryan T	05/10/2010	4		3.00	\$320.00	\$ 768.00
Harried, Ryan T	05/12/2010	3	*BCON.20300* Reviewing Foreign Bank Account filing	0.30	\$320.00	\$ 64.00
			BCON.20300 Looking into Bill's question about WV nexus, call with Bill to talk about looking into agency theory and talking with KKA about billing, EL and WV, call with Bill to discuss organization of new company and foreign entities	1.30	\$320.00	\$ 320.00
Harried, Ryan T	05/17/2010	2		1.30	\$320.00	\$ 320.00
Harried, Ryan T	05/18/2010	2	*BCON.20300* WV follow up with Andy Larson	0.30	\$320.00	\$ 64.00
			BCON.20300 Call with Jay and Bill about state registration for income tax and sales tax	0.50	\$320.00	\$ 128.00
Harried, Ryan T	05/24/2010	2		0.50	\$320.00	\$ 128.00
Harried, Ryan T	05/28/2010	4	*BCON.20300* Finalizing court filing	0.30	\$320.00	\$ 64.00
Harried, Ryan T Total				6.50		\$ 1,600.00
Larson, Andrew C	05/10/2010	2	TX question on filing	0.30	\$445.00	\$ 89.00
Larson, Andrew C	05/12/2010	2	TX extension question - disc with Pat O'Shea - get back to Ryan	0.30	\$445.00	\$ 89.00
Larson, Andrew C	05/18/2010	2	WV nexus question	0.50	\$445.00	\$ 178.00
Larson, Andrew C	05/19/2010	2	follow up on WV nexus questions	0.30	\$445.00	\$ 89.00
Larson, Andrew C Total				1.40		\$ 445.00
Marino, Angelo G	04/30/2010	1	Audit defense and refund.	8.00	\$335.00	\$ 2,144.00
Marino, Angelo G Total				8.00		\$ 2,144.00
O'Brien, John J	04/30/2010	1	Sales/Use Tax Audit Defense	8.00	\$465.00	\$ 2,976.00
			Conference Call with Stuart and Ray Melone (follow up Expense Liability Review)	0.50	\$465.00	\$ 186.00
O'Brien, John J	05/17/2010	1		0.50	\$465.00	\$ 186.00
O'Brien, John J Total				8.50		\$ 3,162.00
O'Shea, Patrick C	05/12/2010	2	working with andy larson on questions regarding proper filings in tx	0.50	\$580.00	\$ 232.00
O'Shea, Patrick C Total				0.50		\$ 232.00
Schenkelberg, William D	05/12/2010	1	Call with client to discuss NJ audit issues.	0.30	\$545.00	\$ 109.00
Schenkelberg, William D Total				0.30		\$ 109.00
Grand Total				30.60		\$ 9,302.00