

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

----- X
In re : Chapter 11
 :
 : Case No. 09-12452 (CSS)
 :
 RG Liquidation, Inc., :
 f/k/a RathGibson, Inc., et al.,¹ : Jointly Administered
 :
 Debtors. : **Objection Deadline: July 5, 2010 at 4:00 p.m. (ET)**
 : **Hearing Date: TBD**
 :
----- X

**THIRD INTERIM QUARTERLY FEE
REQUESTS OF THE DEBTORS' PROFESSIONALS**

TO: (I) THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) COUNSEL TO THE DEBTORS' PREPETITION AND POSTPETITION LENDERS; (III) COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS; AND (IV) ALL PARTIES ENTITLED TO NOTICE UNDER DEL. BANKR. L.R. 2002-1(b).

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*, entered on August 11, 2009 [Docket No. 148] (the "Interim Compensation Order"), the professionals retained by the above-captioned debtors and debtors in possession (collectively, the "Debtors"), hereby apply for an interim quarterly allowance of compensation and reimbursement of expenses (the "Fee Request") for all interim applications filed during the previous quarterly period covering the period from February 1, 2010 through and including April 30, 2010. Summaries of the fees and expenses that are the subject of this Fee Request are summarized in the attachments hereto.

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.

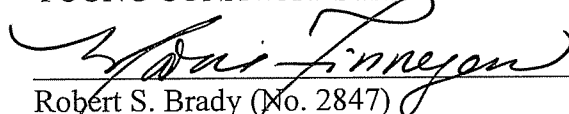
PLEASE TAKE NOTICE that pursuant to the Interim Compensation Order, the Debtors were authorized to pay on an interim basis 80% of the amount of compensation requested and 100% of the amount requested for reimbursement of expenses without further order of the Court upon the expiration of a 20-day objection period.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Fee Request are to be filed and served on the affected professional and the parties set forth in the Interim Compensation Order on or before **July 5, 2010 at 4:00 p.m. (ET)**.

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Fee Request will be held before the Honorable Christopher S. Sontchi in the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 5th Floor, Courtroom #6, Wilmington, Delaware 19801, on **a date and time to be determined**.

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)
Michael S. Neiburg (No. 5275)
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, Delaware 19801
(302) 571-6600

-and-

WILLKIE FARR & GALLAGHER LLP

Paul V. Shalhoub
Robin Spigel
Andrew D. Sorkin
787 Seventh Avenue
New York, New York 10019
(212) 728-8000

*Co-Counsel for the Debtors and
Debtors in Possession*

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

----- X
 In re : Chapter 11
 :
 : Case No. 09-12452 (CSS)
 :
 RG Liquidation, Inc., :
 f/k/a RathGibson, Inc., et al.,¹ : Jointly Administered
 :
 Debtors. : **Objection Deadline: July 5, 2010 at 4:00 p.m. (ET)**
 : **Hearing Date: TBD**
 :
 ----- X

THIRD INTERIM FEE APPLICATION

Name of Applicant: Young Conaway Stargatt & Taylor, LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: Effective as of July 13, 2009
(Order Entered August 11, 2009)

Period for which compensation and reimbursement is sought: February 1, 2010 through April 30, 2010

Monthly Fee Period, Docket No. & Date Filed	Total Fees Requested	Total Expenses Requested	C.N.O. Docket No. & Date Filed	Amount of Fees Paid or To Be Paid (80%)	Amount of Expenses Paid or To be Paid (100%)	Amount of Holdback Fees Sought (20%)
2/1/10 – 2/28/10 [D.I. 612; 3/22/10]	\$20,825.00	\$982.29	D.I. 679; 4/14/10	\$16,660.00	\$982.29	\$4,165.00
3/1/10 – 3/31/10 [D.I. 695; 4/22/10]	\$40,833.00	\$2,171.21	D.I. 751; 5/18/10	\$32,666.40	\$2,171.21	\$8,166.60
4/1/10 – 4/30/10 [D.I. 745; 5/15/10]	\$27,567.50	\$3,288.67	D.I. 805; 6/8/10	\$22,054.00	\$3,288.67	\$5,513.50
TOTAL	\$89,225.50	\$6,442.17		\$71,380.40	\$6,442.17	\$17,845.10

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.

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

----- X
 In re : Chapter 11
 :
 : Case No. 09-12452 (CSS)
 :
 RG Liquidation, Inc., :
 f/k/a RathGibson, Inc., et al.,¹ : Jointly Administered
 :
 Debtors. : **Objection Deadline: July 5, 2010 at 4:00 p.m. (ET)**
 : **Hearing Date: TBD**
 :
 ----- X

THIRD INTERIM FEE APPLICATION

Name of Applicant: Willkie Farr & Gallagher LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: Effective as of July 13, 2009
(Order Entered August 11, 2009)

Period for which compensation and reimbursement is sought: February 1, 2010 through April 30, 2010

Monthly Fee Period, Docket No. & Date Filed	Total Fees Requested	Total Expenses Requested	C.N.O. Docket No. & Date Filed	Amount of Fees Paid or To Be Paid (80%)	Amount of Expenses Paid or To be Paid (100%)	Amount of Holdback Fees Sought (20%)
2/1/10 – 2/28/10 [D.I. 672; 4/12/10]	\$290,184.00	\$2,929.06	D.I. 718; 5/6/10	\$232,147.20	\$2,929.06	\$58,036.80
3/1/10 – 3/31/10 [D.I. 715; 5/3/10]	\$251,995.00	\$3,696.28	D.I. 777; 5/26/10	\$201,596.00	\$3,696.28	\$50,399.00
4/1/10 – 4/30/10 [D.I. 744; 5/15/10]	\$126,577.50	\$1,266.90	D.I. 804; 6/8/10	\$101,262.00	\$1,266.90	\$25,315.50
TOTAL	\$668,756.50	\$7,892.24		\$535,005.20	\$7,892.24	\$133,751.30

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.

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

----- X
 In re : Chapter 11
 :
 : Case No. 09-12452 (CSS)
 :
 RG Liquidation, Inc., :
 f/k/a RathGibson, Inc., et al.,¹ : Jointly Administered
 :
 Debtors. : **Objection Deadline: July 5, 2010 at 4:00 p.m. (ET)**
 : **Hearing Date: TBD**
 :
 ----- X

THIRD INTERIM FEE APPLICATION

Name of Applicant: Jefferies & Company, Inc.

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: Effective as of July 13, 2009
(Order Entered August 31, 2009)

Period for which compensation and reimbursement is sought: February 1, 2010 through April 30, 2010

Monthly Fee Period, Docket No. & Date Filed	Total Fees Requested	Total Expenses Requested	C.N.O. Docket No. & Date Filed	Amount of Fees Paid or To Be Paid (80%)	Amount of Expenses Paid or To be Paid (100%)	Amount of Holdback Fees Sought (20%)
2/1/10 – 2/28/10 [D.I. 732; 5/11/10]	\$150,000.00	\$6,653.98	D.I. 802; 6/8/10	\$120,000.00	\$6,653.98	\$30,000.00
3/1/10 – 3/31/10 [D.I. 733; 5/11/10]	\$150,000.00	\$415.38	D.I. 803; 6/8/10	\$120,000.00	\$415.38	\$30,000.00
4/1/10 – 4/30/10 [D.I. 748; 5/15/10]	\$150,000.00	\$0.00	D.I. 808; 6/8/10	\$120,000.00	\$0.00	\$30,000.00
TOTAL	\$450,000.00	\$7,069.36		\$360,000.00	\$7,069.36	\$90,000.00

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.

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

----- X
 In re : Chapter 11
 :
 : Case No. 09-12452 (CSS)
 :
 RG Liquidation, Inc., :
 f/k/a RathGibson, Inc., et al.,¹ : Jointly Administered
 :
 Debtors. : **Objection Deadline: July 5, 2010 at 4:00 p.m. (ET)**
 : **Hearing Date: TBD**
 :
 ----- X

THIRD INTERIM FEE APPLICATION

Name of Applicant: Mesirow Financial Consulting, LLC

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: Effective as of July 13, 2009
(Order Entered August 11, 2009)

Period for which compensation and reimbursement is sought: February 1, 2010 through April 30, 2010

Monthly Fee Period, Docket No. & Date Filed	Total Fees Requested	Total Expenses Requested	C.N.O. Docket No. & Date Filed	Amount of Fees Paid or To Be Paid (80%)	Amount of Expenses Paid or To be Paid (100%)	Amount of Holdback Fees Sought (20%)
2/1/10 – 2/28/10 [D.I. 676; 4/14/10]	\$65,565.00	\$0.00	D.I. 719; 5/6/10	\$52,452.00	\$0.00	\$13,113.00
3/1/10 – 3/31/10 [D.I. 717; 5/6/10]	\$58,514.00	\$0.00	D.I. 801; 6/8/10	\$46,811.20	\$0.00	\$11,702.80
4/1/10 – 4/30/10 [D.I. 747; 5/15/10]	\$26,980.00	\$0.00	D.I. 807; 6/8/10	\$21,584.00	\$0.00	\$5,396.00
TOTAL	\$151,059.00	\$0.00		\$120,847.20	\$0.00	\$30,211.80

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.

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

----- X
 In re : Chapter 11
 :
 : Case No. 09-12452 (CSS)
 :
 RG Liquidation, Inc., :
 f/k/a RathGibson, Inc., et al.,¹ : Jointly Administered
 :
 Debtors. : **Objection Deadline: July 5, 2010 at 4:00 p.m. (ET)**
 : **Hearing Date: TBD**
 :
 ----- X

THIRD INTERIM FEE APPLICATION

Name of Applicant: Kelley Drye & Warren LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: Effective as of July 13, 2009
(Order Entered August 11, 2009)

Period for which compensation and reimbursement is sought: February 1, 2010 through April 30, 2010

Monthly Fee Period, Docket No. & Date Filed	Total Fees Requested	Total Expenses Requested	C.N.O. Docket No. & Date Filed	Amount of Fees Paid or To Be Paid (80%)	Amount of Expenses Paid or To be Paid (100%)	Amount of Holdback Fees Sought (20%)
2/1/10 – 4/30/10 [D.I. 737; 5/14/10]	\$75,051.30	\$957.03	D.I. 809; 6/9/10	\$60,041.04	\$957.03	\$15,010.26
TOTAL	\$75,051.30	\$957.03		\$60,041.04	\$957.03	\$15,010.26

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.

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

----- X
 In re : Chapter 11
 :
 : Case No. 09-12452 (CSS)
 RG Liquidation, Inc., :
 f/k/a RathGibson, Inc., et al.,¹ : Jointly Administered
 :
 Debtors. : **Objection Deadline: July 5, 2010 at 4:00 p.m. (ET)**
 : **Hearing Date: TBD**
 :
 ----- X

FIRST INTERIM FEE APPLICATION

Name of Applicant: Grant Thornton LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: Effective as of December 17, 2009
(Order Entered March 17, 2010)

Period for which compensation and reimbursement is sought: December 17, 2009 through April 30, 2010

Monthly Fee Period, Docket No. & Date Filed	Total Fees Requested	Total Expenses Requested	C.N.O. Docket No. & Date Filed	Amount of Fees Paid or To Be Paid (80%)	Amount of Expenses Paid or To be Paid (100%)	Amount of Holdback Fees Sought (20%)
12/17/09 – 3/31/10 [D.I. 677; 4/14/10]	\$72,955.00	\$5,185.98	D.I. 720; 5/6/10	\$58,364.00	\$5,185.98	\$14,591.00
12/17/09 – 3/31/10 [D.I. 735; 5/13/10]	\$16,774.40 ²	\$0.00 ³	D.I. 800; 6/7/10	\$13,419.52	\$0.00	\$3,354.88
4/1/10 – 4/30/10 [D.I. 746; 5/15/10]	\$33,836.20	\$266.00	D.I. 806; 6/8/10	\$27,068.96	\$266.00	\$6,767.24
TOTAL	\$123,565.60	\$5,451.98		\$98,852.48	\$5,451.98	\$24,713.12

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.

² This amount is the result of the difference in fees requested in the Amended First Monthly Application (\$89,729.40) [D.I. 735] to that in the First Monthly Application (\$72,955.00) [D.I. 677].

³ A Certificate of No Objection [D.I. 720] was previously filed regarding the requested expense amount of \$5,185.98; therefore no expenses need be awarded with respect to this application.