

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

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In re: : Chapter 11
: :
: :
RG Liquidation, Inc. f/k/a RathGibson, Inc., : Case No. 09-12452 (CSS)
et al.¹ : :
: : (Jointly Administered)
: :
Debtors. : **Hearing: TBD**
: **Objection Deadline: August 13, 2010 at 4:00 p.m.**
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**EIGHTH AND FINAL APPLICATION OF PEPPER HAMILTON LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE
PERIOD JULY 22, 2009 THROUGH JUNE 10, 2010 AS DELAWARE COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Name of Applicant:	Pepper Hamilton LLP
Authorized to provide professional services to:	Counsel to the Official Committee of Unsecured Creditors
Date of Retention:	Effective as of July 22, 2009
Period for which compensation and reimbursement are sought (Interim):	June 1, 2010 through June 10, 2010
Amount of compensation sought as actual, reasonable, and necessary (Interim):	\$6,677.75
Amount of expense reimbursement sought as actual, reasonable, and necessary (Interim):	\$128.78
Final Period for which compensation and reimbursement are sought (Final):	July 22, 2009 through June 10, 2010

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 Tub Company (2689); (ii) RG Liquidation, Inc. f/k/a RathGibson, Inc. (3283); 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.

Amount of compensation sought as actual, reasonable, and necessary (Final): \$129,736.25

Amount of expense reimbursement sought as actual, reasonable, and necessary (Final): \$6,097.78

This is an: monthly interim final application.
 The Applicant intends to seek compensation in connection with this Application.

<u>Date Filed</u>	<u>Period Covered</u>	<u>Requested Fees, Expenses</u>	<u>Approved Fees, Expenses</u>
October 16, 2009 (Docket No. 349)	July 22, 2009 through August 31, 2009	Fees \$28,701.50 Expenses \$428.13	Fees \$22,961.20 Expenses \$428.13
October 16, 2009 (Docket No. 347)	September 1, 2009 through September 30, 2009	Fees \$16,648.50 Expenses \$160.33	Fees \$13,318.80 Expenses \$160.33
November 20, 2009 (Docket No. 419)	October 1, 2009 through October 31, 2009	Fees \$12,376.00 Expenses \$533.14	Fees \$9,900.80 Expenses \$533.14
December 28, 2009 (Docket No. 465)	November 1, 2009 through November 30, 2009	Fees \$10,015.00 Expenses \$313.48	Fees \$8,012.00 Expenses \$313.48
April 27, 2010 (Docket No. 702)	December 1, 2009 through March 31, 2010	Fees \$26,531.50 Expenses \$1,228.55	Fees \$21,225.20 Expenses \$1,228.55
May 14, 2010 (Docket No. 742)	April 1, 2010 through April 30, 2010	Fees \$8,789.00 Expenses \$407.97	Fees \$7,031.20 Expenses \$407.97
June 15, 2010 (Docket No. 825)	May 1, 2010 through May 31, 2010	Fees \$7,498.50 Expenses \$448.70	Fees \$5,998.80 Expenses \$448.70

COMPENSATION BY TIMEKEEPER

<u>Name of Professional Person</u>	<u>Position With the Applicant and Number of Years in That Position</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
David M. Kaplan	Partner (14 years) J.D. 1994	\$550	1.00	\$550.00
Henry J. Jaffe	Partner (9 years) J.D. 1991	\$540.00	4.70	\$2,538.00
Evelyn J. Meltzer	Associate (9 years) J.D. 2001	\$395.00	4.50	\$1,777.50
Karen E. Gelula	Senior Attorney (5 years) J.D. 1984	\$295.00	2.25	\$663.75
John H. Schanne, II	Associate (2 years) J.D. 2008	\$275.00	0.30	\$82.50
Christopher Lano	Paralegal	\$205.00	5.20	\$1,066.00

COMPENSATION BY PROJECT CATEGORY

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Case Administration	0.30	\$82.50
Court Hearings	0.50	\$197.50
Fees	6.90	\$2,219.00
Fees/Objections	3.00	\$805.00
Employment of Professionals	5.65	\$2,509.75
Plan and Disclosure Statement	1.60	\$864.00
TOTAL HOURS:	17.95	
TOTAL FEES:	\$6,677.75	
BLENDED RATE:	\$372.02	

EXPENSE SUMMARY

<u>Expense Category</u>	<u>Service Provider</u>	<u>Total Expenses</u>
Duplicating and Reproduction	(Internal)	\$20.80
Parcels Copy Work	PARCELS, Inc.	\$31.50
Postage		\$27.30
Telephone		\$49.18
TOTAL EXPENSES:		\$128.78

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

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In re: : Chapter 11
: :
RG Liquidation, Inc. f/k/a RathGibson, Inc., : Case No. 09-12452 (CSS)
et al.² : :
: (Jointly Administered)
: :
Debtors. : **Hearing: TBD**
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**EIGHTH AND FINAL APPLICATION OF PEPPER HAMILTON LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE
PERIOD JULY 22, 2009 THROUGH JUNE 10, 2010 AS DELAWARE COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

For its Eighth and Final Application for Compensation and Reimbursement of Expenses (the “Application”) Pepper Hamilton LLP (the “Applicant”), Delaware counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the Chapter 11 cases of the above-captioned debtors and debtors-in-possession herein (the “Debtors”), respectfully represents as follows:

A. BACKGROUND

1. On July 13, 2009 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (11 U.S.C. § 101 et. seq.

² The last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) RG Liquidation III, Inc. f/k/a Greenville Tub Company (2689); (ii) RG Liquidation, Inc. f/k/a RathGibson, Inc. (3283); 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.

as amended, the “Bankruptcy Code”). The Debtors have continued to manage and operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. On July 23, 2009, the Office of the United States Trustee appointed the Committee pursuant to 11 U.S.C. § 1102.

3. Pursuant to an order entered on September 11, 2009 (the “Applicant Retention Order”) (D.I. 279), the employment of Applicant as Delaware counsel to the Committee was authorized effective as of July 22, 2009. A copy of the Applicant Retention Order is attached hereto as Exhibit A.

4. Applicant has rendered services on behalf of the Committee from June 1, 2010 through June 10, 2010, totaling 17.95 hours, and in connection therewith requests allowance of interim compensation in the amount of \$6,677.75 and reimbursement of expenses in the amount of \$128.78.

5. Applicant has filed the following application for compensation and expenses for services rendered and reimbursement of expenses incurred in the Chapter 11 proceedings:

Application Docket No.	Date Filed	Period Covered	Requested Fees, Expenses
First Interim Application (Docket No. 349)	10/16/09	7/22/2009 - 8/31/2009	\$28,701.50 (Fees) \$428.13 (Expenses)
Second Interim Application (Docket No. 347)	10/16/09	9/1/2009 - 9/31/2009	\$16,648.50 (Fees) \$160.33 (Expenses)
Third Interim Application (Docket No. 419)	11/20/2009	10/1/2009 - 10/31/2009	\$12,376.00 (Fees) \$533.14 (Expenses)
Fourth Interim Application (Docket No. 465)	12/28/2009	11/1/2009 - 11/30/2009	\$10,015.00 (Fees) \$313.48 (Expenses)
Fifth Interim Application	4/27/2010	12/1/2009 -	\$26,631.50 (Fees)

(Docket No. 702)		3/31/2010 -	\$1,228.55 (Expenses)
Sixth Interim Application (Docket No. 742)	5/15/2010	4/1/2010 - 4/30/2010	\$8,789.00 (Fees) \$407.97 (Expenses)
Seventh Interim Application (Docket No. 825)	6/15/2010	5/1/2010 - 5/31/2010	\$7,498.50 (Fees) \$448.70 (Expenses)

6. Applicant maintains contemporaneous records of the time expended for the professional services and expenses related thereto performed in connection with these Chapter 11 cases and such records are maintained in the ordinary course of its business. These records provide a detailed description of the services rendered and expenses incurred during the period for which this Application is being made. Applicant's time records in the sum of \$6,677.75 regarding these Chapter 11 proceedings are annexed hereto as Exhibit B.

B. DESCRIPTION OF SERVICES AND EXPENSES AND RELIEF REQUESTED

7. Applicant's services on behalf of the Committee are described in detail in Exhibit B. In general, Applicant represented the Committee in routine bankruptcy proceeding matters, including all hearings before this Court. In summary, Applicant's activities included, without limitation, the following:

- a. Communicating with co-counsel and Committee members, and participating in Committee telephone conferences;
- b. Reviewing, investigating and responding to various pleadings filed in these cases;
- c. Preparing for and attending meetings and hearings; and
- d. Preparing and filing pleadings.

8. To assist the Court in its review of the fees sought by Applicant, the time entries in Exhibit B are separated into the following categories:

a. Case Administration. This category includes time spent by Applicant in connection with the performance of its duties as co-counsel for the Committee which do not fall within any of the more specific categories discussed below. Time in this category was incurred updating the critical dates calendar. The total fees sought under this category for the period June 1, 2010 through June 10, 2010 are \$82.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.1.

b. Court Hearings. This category includes time spent by Applicant preparing for and attending the June 1, 2010 hearing. The total fees sought under this category for the period June 1, 2010 through June 10, 2010 are \$197.50. The detailed time entry of Applicant's professionals which fall within this category are attached as Exhibit B.2.

c. Fees. This category includes time spent by Applicant (i) preparing and filing Otterbourg Steindler's and Huron Consulting's Ninth Interim Fee Applications; (ii) preparing and filing Pepper Hamilton's Sixth Interim Fee Application; (iii) updating the fee application chart; and (iv) discussing with colleagues and co-counsel issues related to final fee applications. The total fees sought under this category for the period June 1, 2010 through June 10, 2010 are \$2,219.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.3.

d. Fees/Objections. This category includes time spent by Applicant preparing and filing certificates of no objection regarding the fee applications of Otterbourg Steindler, Huron Consulting, and Pepper Hamilton. The total fees sought under this category for the period June 1, 2010 through June 10, 2010 are \$805.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.4.

e. Employment of Professionals. This category includes time spent by Applicant analyzing issues regarding the pension plan termination and discussing same with co-counsel and colleagues. The total fees sought under this category for the period June 1, 2010 through June 10, 2010 are \$2,509.75. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.5.

f. Plan and Disclosure Statement. This category includes time spent by Applicant (i) reviewing correspondence on assumed liability issues; and (ii) preparing for and participating in Committee conference call on the consummation of the Plan. The total fees sought under this category for the period June 1, 2010 through June 10, 2010 are \$864.00. The detailed time of Applicant's professionals which fall within this category are attached as Exhibit B.6.

The foregoing general description of services rendered in specific areas is not intended to be exhaustive of the scope of Applicants activities on behalf of the Committee in these cases. The time records attached as Exhibit B present more completely the work performed by Applicant in each billing category during the period covered by this Application.

9. Applicant believes that the post-petition services rendered during the period June 1, 2010 through June 10, 2010 on behalf of the Committee are reasonably worth the sum of \$6,677.75 and Applicant requests the allowance of such sum. The blended hourly rate for all services rendered by Applicant during the period covered by this Application is \$372.02.

10. Applicant further requests reimbursement of costs expended on behalf of the Committee for the period ending April 30, 2010 in connection with these Chapter 11 proceedings in the sum of \$128.78 as set forth in the summary attached as Exhibit C.

11. Applicant believes that the post-petition services rendered during the full application period July 22, 2009 through June 10, 2010 on behalf of the Committee are reasonably worth the sum of \$129,736.25 as set forth for compensation in connection with the Chapter 11 proceedings.

12. Applicant requests reimbursement of expenses on behalf of the Committee for the full application period July 22, 2009 through June 10, 2010 are reasonably worth the sum of \$6,097.78 as set forth in this Application.

13. The expenses incurred by Applicant may include long distance telephone calls, over-night delivery, travel expenses, local messenger service, meals, facsimiles, postage, duplicating, and computerized legal research charges, all of which Applicant normally bills to its non-bankruptcy clients at rates calculated to compensate Applicant for only the actual cost of the expense. The rate Applicant charges for photocopying is \$0.10 per page and out-going facsimile transmission charges are \$1.00 per page. Applicant does not charge for incoming facsimiles. Consistent with Applicant's charges to non-bankruptcy clients, where Applicant's Court Liaison Department handles electronic filings with the Court, Applicant charges a \$10.00 filing fee.

14. As outlined above, the attorneys who worked on these cases from June 1, 2010 through June 10, 2010 have various levels of expertise. From time to time these attorneys consulted with each other and other attorneys on different aspects of the case. It is submitted that this is a more efficient way to run a case than to expect a single attorney to be an expert in all applicable areas of law. If a single attorney were to attempt to run a case such as this, the attorney would have to learn through research what other attorneys know and can tell him based on their years of knowledge and experience. The primary attorneys and their areas of expertise are listed on Exhibit D attached hereto.

15. Applicant estimates that from June 1, 2010 through June 10, 2010 it will incur fees in the amount of \$5,000.00 and expenses of \$2,000.00 in preparing and serving the final fee applications of the Committee's professional, and attending future hearings. Applicant respectfully request allowance of such sums pursuant to this final application.

16. Applicant has reviewed the requirements of Del.Bankr.LR 2016-2 and believes that this Application complies with the requirements of the same.

WHEREFORE, Applicant prays this Court enter an Order:

(A) allowing on a final basis (i) compensation in the amount of \$28,701.50 for services rendered by Applicant for the period July 22, 2009 through August 31, 2009 for and on behalf of the Official Committee of Unsecured Creditors, and (ii) reimbursement of expenses in the amount of \$428.13 incurred by the Applicant for the period July 22, 2009 through August 31, 2009 for and on behalf of the Official Committee of Unsecured Creditors as requested in the First Interim Application of Compensation and Reimbursement of Expenses (Docket No. 349);

(B) allowing on a final basis (i) compensation in the amount of \$16,648.50 for services rendered by Applicant for the period September 1, 2009 through September 30, 2009 for and on behalf of the Official Committee of Unsecured Creditors, and (ii) reimbursement of expenses in the amount of \$160.33 incurred by the Applicant for the period September 1, 2009 through September 30, 2009 for and on behalf of the Official Committee of Unsecured Creditors as requested in the Second Interim Application of Compensation and Reimbursement of Expenses (Docket No. 347);

(C) allowing on a final basis (i) compensation in the amount of \$12,376.00 for services rendered by Applicant for the period October 1, 2009 through October 31, 2009 for and on behalf of the Official Committee of Unsecured Creditors, and (ii) reimbursement of expenses

in the amount of \$533.14 incurred by the Applicant for the period October 1, 2009 through October 31, 2009 for and on behalf of the Official Committee of Unsecured Creditors as requested in the Third Interim Application of Compensation and Reimbursement of Expenses (Docket No. 419);

(D) allowing on a final basis (i) compensation in the amount of \$10,015.00 for services rendered by Applicant for the period November 1, 2009 through November 30, 2009 for and on behalf of the Official Committee of Unsecured Creditors, and (ii) reimbursement of expenses in the amount of \$313.48 incurred by the Applicant for the period November 1, 2009 through November 30, 2009 for and on behalf of the Official Committee of Unsecured Creditors as requested in the Fourth Interim Application of Compensation and Reimbursement of Expenses (Docket No. 465);

(E) allowing on a final basis (i) compensation in the amount of \$26,531.50 for services rendered by Applicant for the period December 1, 2009 through March 31, 2010 for and on behalf of the Official Committee of Unsecured Creditors, and (ii) reimbursement of expenses in the amount of \$1,228.55 incurred by the Applicant for the period December 1, 2009 through March 31, 2010 for and on behalf of the Official Committee of Unsecured Creditors as requested in the Fifth Interim Application of Compensation and Reimbursement of Expenses (Docket No. 702);

(F) allowing on a final basis (i) compensation in the amount of \$8,789.00 for services rendered by Applicant for the period April 1, 2010 through April 30, 2010 for and on behalf of the Official Committee of Unsecured Creditors, and (ii) reimbursement of expenses in the amount of \$407.97 incurred by the Applicant for the period April 1, 2010 through April 30,

2010 for and on behalf of the Official Committee of Unsecured Creditors as requested in the Sixth Interim Application of Compensation and Reimbursement of Expenses (Docket No. 742);

(G) allowing on a final basis (i) compensation in the amount of \$7,498.50 for services rendered by Applicant for the period May 1, 2010 through May 31, 2010 for and on behalf of the Official Committee of Unsecured Creditors, and (ii) reimbursement of expenses in the amount of \$448.70 incurred by the Applicant for the period May 1, 2010 through May 31, 2010 for and on behalf of the Official Committee of Unsecured Creditors as requested in the Seventh Interim Application of Compensation and Reimbursement of Expenses (Docket No. 825);

(H) allowing on a final basis (i) compensation in the amount of \$6,677.75 for services rendered by Applicant for the period June 1, 2010 through June 10, 2010 for and on behalf of the Official Committee of Unsecured Creditors, and (ii) reimbursement of expenses in the amount of \$128.78 incurred by the Applicant for the period June 1, 2010 through June 10, 2010 for and on behalf of the Official Committee of Unsecured Creditors as requested in this Application;

(I) allowing on a final basis the sum of \$7,000.00 for fees and expenses incurred by Applicant in the preparing, filing, and servicing of this Application;

(J) allowing on a final basis (i) compensation in the amount of \$129,736.25 for the period July 22, 2009 through June 10, 2010 for and on behalf of the Official Committee of Unsecured Creditors; (ii) reimbursement of expenses in the amount of \$6,097.78 for the period July 22, 2009 through June 10, 2010 for and on behalf of the Official Committee of Unsecured Creditors as requested in the Eighth Interim Application of Compensation and

Reimbursement of Expenses; and (iii) directing prompt payment of the same by the Debtors to the extent not previously paid; and

(K) granting such other and further relief as may be just.

Dated: July 23, 2010
Wilmington, Delaware

PEPPER HAMILTON LLP

/s/ Henry J. Jaffe
David B. Stratton (DE No. 960)
Henry J. Jaffe (DE No. 2987)
Evelyn J. Meltzer (DE No. 4581)
John H. Schanne II (DE No. 5260)
Hercules Plaza, Suite 5100
1313 Market Street
P.O. Box 1709
Wilmington, DE 19899-1709
Telephone: (302) 777-6500
Facsimile: (302) 421-8390

*Counsel for the Official Committee of Unsecured
Creditors*

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

-----X
In re: : Chapter 11
: :
RG Liquidation, Inc. f/k/a RathGibson, Inc., : Case No. 09-12452 (CSS)
et al.¹ : :
: (Jointly Administered)
: :
Debtors. : **Hearing Date: TBD**
: **Objection Deadline: August 13, 2010 at 4:00 p.m.**
-----X

**NOTICE OF EIGHTH AND FINAL APPLICATION OF PEPPER HAMILTON LLP
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR
THE PERIOD JULY 22, 2009 THROUGH JUNE 10, 2010 AS DELAWARE COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Pepper Hamilton LLP, Delaware counsel to the Official Committee of Unsecured Creditors (hereinafter referred to as “Applicant”) has filed its **Eighth and Final Application of Pepper Hamilton LLP for Compensation and Reimbursement of Expenses Incurred for the Period July 22, 2009 through June 10, 2010 as Delaware Counsel to the Official Committee of Unsecured Creditors** (the “Application”).

All objections and other responses (collectively, “Objections”) to the Application must be: (i) filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **August 13, 2010 at 4:00 p.m. (ET) (the “Objection Deadline”)** and (ii) served so as to be actually received no later than the Objection Deadline by the following entities:

Debtors
RathGibson, Inc.
475 Half Day Road
Suite 210
Lincolnshire, IL 60069
Attn: Jon M. Smith

Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019-6099
Attn: Robin Spigel, Esq.

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 Tub Company (2689); (ii) RG Liquidation, Inc. f/k/a RathGibson, Inc. (3283); 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.

Young Conaway Stargatt & Taylor, LLP
The Brandywine Building
1000 West Street
17th Floor
Wilmington, DE 19801
Attn: Mattherw B. Lunn, Esq.

Office of the United States Trustee
844 King Street
Room 2313
Wilmington, DE 19801
Attn: Jane Leamy, Esq.

Otterbourg, Steindler, Houston & Rosen, P.C.
230 Park Avenue,
New York, NY 10169
Attn: William M. Silverman, Esq.
Jenette Barrow-Bosshart, Esq.

Pepper Hamilton LLP
Hercules Plaza, Suite 5100
1313 N. Market Street, P.O. Box 1709
Wilmington, DE 19899-1709
Attn: Henry J. Jaffe, Esq.

A HEARING ON THE APPLICATION WILL BE SCHEDULED at the Court's convenience before the Honorable Christopher S. Sontchi, United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: July 23, 2010
Wilmington, Delaware

PEPPER HAMILTON LLP

/s/ Evelyn J. Meltzer
David B. Stratton (DE No. 960)
Henry J. Jaffe (DE No. 2987)
Evelyn J. Meltzer (DE No. 4581)
John H. Schanne II (DE No. 5260)
Hercules Plaza, Suite 5100
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Telephone: (302) 777-6500
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-and-

OTTERBOURG, STEINDLER, HOUSTON
& ROSEN, P.C.

William M. Silverman, Esq.
Jenette A. Barrow-Bosshart, Esq.
Jessica M. Ward, Esq.
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230 Park Avenue
New York, New York 10169
Telephone: (212) 661-9100
Facsimile: (212) 682-6104

*Counsel for the Official Committee of Unsecured
Creditors*

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

RATHGIBSON, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 09-12452 (CSS)

Jointly Administered

Re: 181

ORDER PURSUANT TO 11 U.S.C. §§ 328(A) AND 1103 AUTHORIZING AND
APPROVING THE EMPLOYMENT AND RETENTION OF PEPPER HAMILTON LLP
AS DELAWARE COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS

UPON CONSIDERATION OF the Application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors and debtors-in-possession (the "Debtors"), for an order, pursuant to 11 U.S.C. §§ 328(a) and 1103 and Federal Rules of Bankruptcy Procedure 2014(a) and 2016, authorizing the Committee to employ and retain the law firm of Pepper Hamilton LLP ("Pepper Hamilton") as its Delaware counsel *nunc pro tunc* to July 22, 2009; and upon the affidavit of Henry Jaffe, Esquire, a partner of the firm of Pepper Hamilton (the "Affidavit"); and the Court finding based on the representations made in the Application and the Affidavit that Pepper Hamilton is a disinterested person as that term is defined under section 101(14) of the Bankruptcy Code, Pepper Hamilton does not hold or represent an interest adverse to the Debtors' estates with respect to the matters on which Pepper Hamilton is retained, and the employment of Pepper Hamilton as co-counsel to the Committee is appropriate; and after due deliberation and sufficient cause appearing therefore, it is hereby

¹ The Debtors are the following entities (last four digits of EIN in parentheses): (i) Greenville Tube Company (2689); (ii) RathGibson, Inc. (3283); (iii) RG Tube Holdings LLC (4080); and (iv) RGCH Holdings Corp. (9683). The mailing address for the Debtors is 475 Half Day Road, Suite 210, Lincolnshire, Illinois 60069.

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED.
2. Pursuant to §§ 328 and 1103 of the Bankruptcy Code, the Committee is hereby authorized and empowered to employ the firm of Pepper Hamilton, *nunc pro tunc* to July 22, 2009, as its co-counsel in this Chapter 11 case, and Pepper Hamilton is authorized to perform the services set forth in the Application.
3. Pepper Hamilton shall be compensated in accordance with the procedures set forth in §§ 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules, the Local Rules and U.S. Trustee Guidelines and such other procedures as may be fixed by order of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.
5. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall take effect immediately upon its entry.

Dated: 9/11, 2009
Wilmington, Delaware



THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B.1

RathGibson, Inc., Official Committee of Unsecured Creditors
Client/Matter Number: 136568.00002
July 20, 2010

Invoice: 10629758
Page 3

Time Detail by Task Code

TASK CODE: B110 Case Administration

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/04/10	J.H. Schanne, II	Update critical dates calendar.	0.20	275.00	55.00
06/10/10	J.H. Schanne, II	Update critical dates calendar.	0.10	275.00	27.50
Total B110 Case Administration			<u>0.30</u>		<u>82.50</u>

EXHIBIT B.2

RathGibson, Inc., Official Committee of Unsecured Creditors
Client/Matter Number: 136568.00002
July 20, 2010

Invoice: 10629758
Page 4

TASK CODE: B155 Court Hearings

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/01/10	E. Meltzer	Attending hearing,	0.50	395.00	197.50
Total B155 Court Hearings			0.50		197.50

EXHIBIT B.3

TASK CODE: B160 Fees

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
05/15/10	C. Lano	Prepare and file Huron Consulting Ninth Fee Application (.3); prepare and File Notice of Filing re same (.2); prepare and file PH Sixth Interim Fee Application (.3); prepare and file Notice of Filing re same (.2); confer with Garden City re service of Fee Applications (.2).	1.20	205.00	246.00
06/02/10	E. Meltzer	Reviewing Huron's final fee application.	0.40	395.00	158.00
06/03/10	E. Meltzer	Conferring with C. Lano re need to file quarterly fee application before plan confirmed.	0.10	395.00	39.50
06/04/10	E. Meltzer	Conferring with J. Schanne re effective date in connection with final fee applications.	0.10	395.00	39.50
06/07/10	H. Jaffe	Analyze e-mail from J. Barrow-Bosshart re handling of final fee issues.	0.10	540.00	54.00
06/07/10	E. Meltzer	Conferring with N. Zaccagnini re Huron's final fee application (.2); e-mail to N. Zaccagnini re same (.2).	0.40	395.00	158.00
06/07/10	E. Meltzer	Conferring with D. Willauer re Pepper Hamilton's fees through 6/14/10 (.1); reviewing and revising Huron's final fee application (.3); conferring with C. Lano	0.60	395.00	237.00

		re same (.2).			
06/07/10	C. Lano	Confer with E.Meltzer re Huron Consulting's Final Fee Application (.1); Review and revise PH 5/10 proforma (1.2).	1.30	205.00	266.50
06/08/10	E. Meltzer	Updating fee application chart (.2); conferring with D. Willauer re Pepper Hamilton's 7th fee application (.1).	0.30	395.00	118.50
06/09/10	H. Jaffe	Review memo from J. Barrow-Bosshart re fee estimates (.1); review files and prepare fee estimates and transmit same to J.Barrow-Bosshart (.2).	0.30	540.00	162.00
06/09/10	E. Meltzer	Reviewing and revising Pepper Hamilton's time entries for May re May fee application (.5); conferring with H. Jaffe re same (.1); conferring with C. Lano re same (.1).	0.70	395.00	276.50
06/09/10	C. Lano	Revise Fee Application chart.	0.20	205.00	41.00
06/10/10	H. Jaffe	E-mail to R. Spiegel re Pepper fee estimates (.1); review reply from R. Spiegel re Pepper fee estimates (.1); review e-mail from J. Barrow-Bosshart re issues regarding fee estimates (.1).	0.30	540.00	162.00
06/10/10	E. Meltzer	Updating fee application chart (.1); reviewing and revising Pepper Hamilton's May time re Pepper Hamilton's May fee application (.3).	0.40	395.00	158.00

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06/10/10	C. Lano	Review and revise PH 5/09 Proforma (.5); Confer with D. Willauer re PH 5/09 Proforma (.1).	0.50	205.00	102.50
Total B160 Fees			<u>6.90</u>	<u>2,219.00</u>	

EXHIBIT B.4

TASK CODE: B161 Fees/Objections

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/07/10	E. Meltzer	E-mail to C. Lano re certificates of no objection for Committee professional fee applications for April.	0.10	395.00	39.50
06/07/10	C. Lano	Prepare CNO to PH Sixth Fee Application (.2); Prepare CNO to Huron Consulting's Ninth Fee Application (.2); Prepare CNO to Otterbourg's Ninth Fee Application (.2).	0.60	205.00	123.00
06/08/10	E. Meltzer	E-mails to J. Barrow-Bosshart re CNOs for April fee applications (.3); conferring with H. Jaffe re same (.2).	0.50	395.00	197.50
06/08/10	E. Meltzer	Reviewing and executing CNOs re Pepper Hamilton's 6th fee application and Otterbourg and Huron 9th fee applications (.2); conferring with C. Vernon re same (.1).	0.30	395.00	118.50
06/08/10	E. Meltzer	E-mail to J. Ward re CNO for Committee professional fee applications.	0.10	395.00	39.50
06/09/10	C. Lano	Confer with E.Meltzer re CNOs to fee applications (.1); Prepare and file CNO to PH Sixth Interim Fee Application (.3); Prepare and file CNO to Otterbourg Steindler Ninth Interim Fee Application (.3); Prepare and file CNO to Huron Consulting's Ninth Interim	1.30	205.00	266.50

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		Fee Application (.3).Prepare and serve CNO to Fee Applications (.3).			
06/10/10	C. Lano	Confer with E.Meltzer re filed CNOs for April fee applications.	0.10	205.00	20.50
Total B161 Fees/Objections			<u>3.00</u>	<u>805.00</u>	

EXHIBIT B.5

TASK CODE: B220 Employee Benefits/Pensions

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/09/10	H. Jaffe	Analyze issues regarding pension plan termination and related documentation (.4); e-mail to D. Kaplan re plan termination (.1).	0.50	540.00	270.00
06/09/10	H. Jaffe	Telephone call with K. Gelula re pension plan termination (.1); draft memo to J. Barrow-Bosshart re Pepper Hamilton attorney review of plan termination issues (.2); coordinate with E. Phillips and e-mail re same re plan termination issue (.1); conference with K. Gelula re plan termination and related issues (.3).	0.70	540.00	378.00
06/09/10	D. Kaplan	Confer with K. Gelula re: assistance to client in connection with retirement plan termination.	0.50	550.00	275.00
06/10/10	H. Jaffe	Prepare for upcoming conference call in connection with termination of plans (.4); participate in conference call with D. Kaplan and K. Gelula regarding termination of 401(k) plan and related issues (.8).	1.20	540.00	648.00
06/10/10	D. Kaplan	Confer with K. Gelula re: 401(k) Plan termination issues.	0.50	550.00	275.00
06/10/10	K.E. Gelula	Preparation for conference call including review of	1.00	295.00	295.00

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		documents for terminating pension plans and research of Bankruptcy Protection Act provisions affecting retirement plans.			
06/10/10	K.E. Gelula	Conference call with Ed Phillips re: termination of 401(k) plans.	0.75	295.00	221.25
06/10/10	K.E. Gelula	Phone call with Victoria Verjav re: terminating pension plans.	0.50	295.00	147.50
Total B220 Employee Benefits/Pensions			<u>5.65</u>	<u>2,509.75</u>	

EXHIBIT B.6

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TASK CODE: B320 Plan and Disclosure Statement

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/10/10	H. Jaffe	Review e-mail from R. Spiegel re assumed liability issues and review schedule re same.	0.10	540.00	54.00
06/10/10	H. Jaffe	Prepare for upcoming committee conference call regarding last issues in connection with consummation of bankruptcy plan and related issues facing committee in connection with same (1.0); participate in creditor's committee conference calls regarding issues in connection with consummation of plan (.5).	1.50	540.00	810.00
Total B320 Plan and Disclosure Statement			1.60		864.00

EXHIBIT C

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Summary of Expenses

<u>Expenses</u>	<u>Value</u>
Duplicating	20.80
PARCELS COPY WORK	31.50
Postage	27.30
Telephone	49.18
Total	<hr/> 128.78

Detail of Expenses

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
06/07/10	TEL	Long Distance Telephone - 06/07/2010	1	0.55	0.55
06/09/10	DUP	DUP - Lano Christopher - 06/09/2010	159	0.10	15.90
06/10/10	TEL	Soundpath conference call	1	18.63	18.63
06/17/10	DUP	DUP - Vernon Cynthia M. - 06/17/2010	41	0.10	4.10
06/17/10	DUP	DUP - Vernon Cynthia M. - 06/17/2010	8	0.10	0.80
06/17/10	POS	Postage - 6/09/10	1	27.30	27.30
06/24/10	TEL	Telephone - AMERICAN EXPRESS - LOGAN - 5/27/10 COURTCALL	1	30.00	30.00
06/29/10	DUP4	VERNON 061710 - PARCELS COPY WORK	1	31.50	31.50
		Total			<hr/> 128.78

EXHIBIT D

BIOGRAPHIES

David M. Kaplan – Mr. Kaplan is a Partner in the in the Commercial Litigation Practice Group of Pepper Hamilton LLP and has been practicing law since 1994. He is a member of the bars of Maryland and Pennsylvania.

Henry J. Jaffe – Mr. Jaffe is a Partner in the Corporate Restructuring and Bankruptcy Practice Group of Pepper Hamilton LLP and has been practicing law since 1991. He is a member of the bars of Delaware and Pennsylvania.

Evelyn J. Meltzer – Ms. Meltzer is an Associate in the Corporate Restructuring and Bankruptcy Practice Group of Pepper Hamilton LLP and has been practicing law since 2001. She is a member of the bars of Delaware and Pennsylvania.

Karen E. Gelula – Ms. Gelula is a Senior Attorney in the Employee Benefits Practice Group in the Commercial Department of Pepper Hamilton LLP and has been practicing law since 1984. She is a member of the bar Pennsylvania.

John H. Schanne, II – Mr. Schanne is an Associate in the Corporate Restructuring and Bankruptcy Practice Group of Pepper Hamilton LLP and has been practicing law since 2008. He is a member of the bar of Delaware.

CERTIFICATE OF SERVICE

I, Evelyn J. Meltzer, hereby certify that on the 23rd day of July, 2010, I caused the foregoing **Eighth and Final Application of Pepper Hamilton LLP for Compensation and Reimbursement of Expenses Incurred for the Period July 22, 2009 through June 10, 2010 as Delaware Counsel to the Official Committee of Unsecured Creditors** to be served upon the following individuals by first-class mail, postage prepaid.

Debtors
RathGibson, Inc.
475 Half Day Road
Suite 210
Lincolnshire, IL 60069
Attn: Jon M. Smith

Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019-6099
Attn: Robin Spigel, Esq.

Young Conaway Stargatt & Taylor, LLP
The Brandywine Building
1000 West Street
17th Floor
Wilmington, DE 19801
Attn: Matthew B. Lunn, Esq.

Office of the United States Trustee
844 King Street
Room 2313
Wilmington, DE 19801
Attn: Jane Leamy, Esq.

Otterbourg, Steindler, Houston & Rosen, P.C.
230 Park Avenue,
New York, NY 10169
Attn: William M. Silverman, Esq.
Jenette Barrow-Bosshart, Esq.

/s/ Evelyn J. Meltzer

Evelyn J. Meltzer (DE No. 4581)