

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

In re:

RathGibson, Inc., et al.,

Debtors.

Chapter 11

Case No. 09-12452 (CSS)

(Jointly Administered)

**FOURTH INTERIM AND FINAL FEE APPLICATION OF KELLEY DRYE & WARREN
LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS SPECIAL CORPORATE COUNSEL TO THE
DEBTOR FOR THE INTERIM PERIOD FROM MAY 1, 2010 THROUGH JUNE 11, 2010
AND THE FINAL PERIOD FROM JULY 13, 2009 THROUGH JUNE 11, 2010**

Name of Applicant:

Kelley Drye & Warren LLP

Authorized to Provide
Professional Services to:

RathGibson, Inc., et al.

Date of Retention:

August 11, 2009
(*nunc pro tunc* to July 13, 2009)

Period for which interim compensation
and expense reimbursement is sought:

May 1, 2010 through June 11, 2010

Amount of interim fees and expenses sought:

<u>Fees Requested</u>	<u>Expenses Requested</u>
\$68,754.15	\$154.22
<i>(less credit of \$3,533.55)</i>	
Total Fee Request \$65,220.60	

Period for which final compensation
and reimbursement is sought:

July 13, 2009 through June 11, 2010

Amount of final compensation and
expense reimbursement sought:

<u>Fees Requested</u>	<u>Expenses Requested</u>
\$277,422.20	\$2,592.29

This is an: interim final application

PRIOR APPLICATIONS

Application	Period Covered	Requested Fees and Expenses	Approved Fees and Expenses	Payments Received
First Interim Fee Statement Filed 11/20/2009 D.I. 423	7/13/2009 – 10/30/2009	\$63,953.10 (Fees) \$143.51 (Expenses)	\$63,953.10 (Fees) \$143.51 (Expenses) Order entered 12/14/2009 D.I. 454	\$64,096.61 <i>Fees - \$63,953.10</i> <i>Expenses - \$143.51</i>
Second Interim Fee Statement Filed: 3/30/2010 D.I. 630	11/1/2009 – 1/31/2010	\$69,663.65 (Fees) \$1,337.53 (Expenses)	\$69,663.65 (Fees) \$1,337.53 (Expenses) Order entered 4/7/2010 D.I. 659	\$71,001.18 <i>Fees - \$69,663.65</i> <i>Expenses - \$1,337.53</i>
Third Interim Fee Statement Filed: 5/14/2010 D.I. 737	2/1/2010 – 4/30/2010	\$75,051.30 (Fees) <i>(reflects \$3,533.55 credit)</i> ¹ \$957.03 (Expenses)	(Pending)	\$64,781.94 <i>Fees - \$63,824.91</i> <i>(Debtor has not applied \$3,533.55 credit)</i> <i>Expenses - \$957.03</i> 20% Holdback \$15,716.97

¹

With respect to Applicant's November 2009 invoice to the Debtors for legal services rendered, which was part of the Second Interim Fee Application, Applicant omitted the 10% fee discount to which the Debtors were entitled, resulting in an overpayment by the Debtors as part of the Second Interim Fee Application in the amount of \$3,533.55. This credit was Applied by Applicant in Applicant's Third Interim Fee Application. Notwithstanding Applicant's inclusion of a credit for this amount in the Third Interim Fee Application, which reduced the fees requested to \$75,051.30, the Debtors paid Applicant based upon the amount of \$78,584.85. In order to correct the Debtors' failure to apply the credit in the Third Interim Fee Application, as indicated on the following page, Applicant has applied this credit to this Fourth and Final Fee Application.

**SUMMARY OF PROFESSIONALS AND PARAPROFESSIONALS
RENDERING SERVICES FROM MAY 1, 2010 THROUGH JUNE 11,2010**

Name of Professional Person	Year of Bar Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
<u>PARTNERS</u>				
Richard S. Chargar	CT 1978 NY 1976	\$795.00	7	\$5,565.00
John Kiley	CT 1989 NY 1990	\$545.00	.2	\$109.00
<u>ASSOCIATES</u>				
John McDonald	NY 1999 District of Columbia 2000	\$525.00	47.9	\$25,147.50
Victoria Zerjav	CT 2006 NY 2001	\$550.00	71.8	\$39,490.00
Kristen Hartofilis	CT 2006 NY 2007	\$410.00	4.2	\$1,722.00
James M. Moriarty	CT 1999 NY 2000	\$565.00	.5	\$282.50
Rebecca Tzou	MD 1992 District of Columbia 1993 VA 2002	\$505.00	1.2	\$606.00
Lisa M. Harris	NJ 2007 NY 2008 CA 2009	\$370.00	1.2	\$444.00
Gilbert R. Saydah Jr.	TX 2000 District of Columbia 2002 NY 2009	\$485.00	.2	97.00
Andrew H. Lee	NY 1994 MA 1994	\$525.00	3.2	\$1,680.00
<u>SPECIAL COUNSEL</u>				
Benjamin D. Feder	MA 1985 NY 1986	\$575.00	.3	\$172.50
<u>PARALEGALS</u>				
Marie Vicinanza	N/A	\$220.00	4.9	\$1,078.00
Grand Total			142.6	\$76,393.50
10% Discount:				<u>-\$7,639.35</u>
Sub-total				\$68,754.15
Less Credit (10% discount which should have been applied to the November 2009 invoice)				<u>-\$3,533.55</u>
TOTAL REQUEST				\$65,220.60
Blended Rate		\$535.72		

**SUMMARY OF COMPENSATION BY PROJECT CATEGORY
FOR THE PERIOD MAY 1, 2010 THROUGH JUNE 11, 2010**

Project Category	Total Hours	Total Fees	Total Fees Less Discount
Corporate Matters	137.7	\$75,315.50	\$67,783.95 <i>(10% Discount:\$7,531.55)</i>
Bankruptcy Matters	4.9	\$1,078.00	\$970.20 <i>(10% Discount:\$107.80)</i>
TOTALS		\$76,393.50	\$68,754.15

**SUMMARY OF EXPENSES FOR THE PERIOD
MAY 1, 2010 THROUGH JUNE 11, 2010**

<u>Expense Category</u>	<u>Total Expenses</u>
Duplication	\$.80
Telephone	\$118.55
Courier	\$32.43
Postage	\$2.44
Total	\$154.22

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LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS SPECIAL CORPORATE COUNSEL TO THE
DEBTOR FOR THE INTERIM PERIOD FROM MAY 1, 2010 THROUGH JUNE 11, 2010
AND THE FINAL PERIOD FROM JULY 13, 2009 THROUGH JUNE 11, 2010**

Kelley Drye & Warren LLP (the “Applicant”), as special corporate counsel to RathGibson, Inc., et al. (the “Debtors”), hereby seeks this Court’s (i) approval of reasonable compensation for professional legal services rendered to the Debtors in the amount of \$68,754.15 and reimbursement of actual and necessary expenses incurred in the amount of \$154.22 for the interim period from May 1, 2010 through June 11, 2010 (the “Interim Fee Period”), and (ii) final approval of reasonable compensation for professional legal services rendered in the amount of \$277,422.20 and reimbursement of actual and necessary expenses incurred in the amount \$2,592.29 for the final fee period July 13, 2009 through June 11, 2010 (the “Final Fee Period”). In support hereof, Applicant respectfully represents as follows:

I. BACKGROUND

1. On July 13, 2009 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of 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. On August 11, 2009, the Court entered an order authorizing Applicant's retention as special corporate counsel to the Debtors, *nunc pro tunc* to July 13, 2009 [D.I. 151].

4. On May 21, 2010, the Court entered an order confirming the Modified Third Amended Joint Chapter 11 Plan of the Debtors (the "Plan"). The effective date of the Plan was June 11, 2010 (the "Effective Date"). Until the Effective Date, the Debtors continued to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

II. PRIOR INTERIM FEE APPLICATIONS

5. Applicant previously filed three interim fee applications ("Interim Application"): as follows:

(i) On November 11, 2009, Applicant filed its first Interim Application for services rendered on behalf of the Debtors for the period July 13, 2009 through October 31, 2009 totaling 140.5 hours for which Applicant requested allowance of interim compensation in the amount of \$63,953.10 and reimbursement of expenses in the amount of \$143.51. On December 14, 2009 (D.I. 454), this Court entered an order approving Applicant's first Interim Application. Thereafter, Debtors remitted payment of Applicant's fees in the full amount of \$63,953.10, plus payment of Applicant's expenses in the amount of \$143.51.

(ii) On March 30, 2010, Applicant filed its second Interim Application for services rendered on behalf of the Debtors for the period November 1, 2009 through January 31, 2010 totaling 145 hours for which Applicant requested allowance of interim compensation in the amount of \$69,663.65 and reimbursement of expenses in the amount of \$1,337.53. On April 7, 2010 (D.I. 4659), this Court entered an order approving Applicant's second Interim Application. Thereafter, Debtors remitted payment of Applicant's fees in the full amount of \$69,663.65, plus payment of Applicant's expenses in the amount of \$1,337.53. After entry of the order approving the second Interim Application, and payment by the Debtors, Applicant discovered that it had omitted the 10% fee discount with respect to its November 2009 invoice and therefore had been overpaid by \$3,533.55.

(iii) On May 14, 2010, Applicant filed its third Interim Application for services rendered on behalf of the Debtors for the period February 1, 2010 through April 30, 2010 totaling 164 hours for which Applicant requested allowance of interim compensation in the amount of \$78,584.85, less a credit for the \$3,533.55 that should have been deducted from the second Interim Application, for a total request of \$75,051.30, and reimbursement of expenses in the amount of \$957.03. An order was never entered approving Applicant's third Interim Application. The Debtors remitted payment to the Applicant in the amount of \$63,824.91 plus payment of expenses in the amount of \$957.03. The Debtor applied a 20% holdback in arriving at the \$63,824.91 amount but failed to first apply the credit of \$3,533.55.

III. SUMMARY OF SERVICES RENDERED DURING THIS INTERIM FEE PERIOD

6. Attached hereto as Exhibit A is Applicant's daily time records, contemporaneously maintained by each professional, which reflect the work performed and time spent on this case during the Interim Fee Period. As required by the United States Trustee's Office, Exhibit A includes the exact amount of time spent in tenths of the hour by each professional for work provided in connection with each particular sub-matter. At the end of each sub-matter identified in such exhibit is a schedule of each attorney who provided time on that particular sub-matter, the total amount of time expended and the attorney's billing rate.

7. During the Interim Fee Period, Applicant provided the typical services performed by special corporate counsel in a case of this nature. These sub-matters are described in more detail below.

8. As detailed in Exhibit A, Applicant incurred fees of \$76,393.50 during this Interim Fee Period. After applying the 10% discount, Applicant's fee request is reduced to \$68,754.15. Applicant is further reducing its fee request to account for the \$3,533.55 prior overpayment. Therefore, Applicant is seeking \$65,220.60 in fees incurred in connection with general corporate law matters arising in the ordinary course of the Debtors' business, including, among other things, labor and employment matters, employee benefits matters, securities law matters, export-import law matters, and corporate governance matters.

Disbursements

9. As detailed in Exhibit B, Applicant is seeking reimbursement of \$154.22 in disbursements during the Interim Fee Period. This disbursement sum is broken down into categories of charges, including but not limited to duplication, telephone, courier and postage.

IV. REQUEST FOR FINAL APPROVAL

10. Applicant also requests final approval of all fees and expenses incurred in this case during the Final Fee Period of July 13, 2009 through June 11, 2010 in the amount of \$277,422.20, and reimbursement for actual and necessary expenses incurred in the amount of \$2,592.29. As set forth in prior applications and this Application, approval of the fees requested for the Final Fee Period are fair and reasonable because (i) the rates charged by the Applicant are identical to, and in some cases less than, those charged to the Applicant's non-bankruptcy clients for the same or similar services, (ii) the fees charged in this case are significantly lower than those charged by other large firms with national bankruptcy practices and environmental experience, (iii) the size and complexity of these cases, (iv) the level of services rendered, (v) the results achieved, (vi) the efficient manner in which Applicant has performed its services. In addition, the out of pocket disbursements for which reimbursement is sought were actual, reasonable and necessary costs while representing the Debtors.

WHEREFORE, Applicant respectfully requests that this court enter an Order (i) allowing and approving Applicant's fourth Interim Application in the amount of \$68,754.15 less a credit of \$3,533.55 for a total of \$65,220.60, as compensation for necessary professional services rendered to the Debtors for the Interim Fee Period, and \$154.22 for reimbursement of expenses incurred during that period, (ii) approving payment of the 20% holdback of \$15,716.97 on Applicant's third interim fee application, and (iii) final allowance in the amount of \$277,422.20 as compensation for necessary professional services rendered for the Final Fee Period, and \$2,592.29 for reimbursement of expenses incurred during that period , and (iv) grant such other and further relief as may be just.

Dated: July 26, 2010

KELLEY DRYE & WARREN LLP

By: /s/ James S. Carr

James S. Carr (JC 1603)

Jay R. Schifferli

101 Park Avenue

New York, New York 10178

Tel: 212-808-7800

Fax: 212-808-7897

Special Corporate Counsel to
RathGibson, Inc., et al.

EXHIBIT A

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

WASHINGTON
CHICAGO

NEW YORK
STAMFORD
PARSIPPANY
BRUSSELS

AFFILIATE OFFICES
MUMBAI, INDIA

RathGibson, Inc.
Attn: Mr. Jon Smith
Chief Financial Officer
475 Half Day Road, Suite 210
Lincolnshire, IL 60069

June 30, 2010
Invoice No. 2394445

018506 RathGibson, Inc.
0001 Corporate Matters

ACCOUNT SUMMARY AND REMITTANCE FORM

FEES:	\$75,315.50
10% DISCOUNT:	-7,531.55
ADJUSTED FEES:	\$67,783.95
OTHER CHARGES:	\$153.62

TOTAL AMOUNT DUE: \$67,937.57

TERMS: PAYMENT DUE UPON RECEIPT

PLEASE RETURN THIS PAGE WITH YOUR PAYMENT

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
345 PARK AVENUE
NEW YORK, NEW YORK 10154
ATTN: PRIVATE BANKING, 10TH FLOOR
ABA #:021-000-021
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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AFFILIATE OFFICE:
MUMBAI, INDIA

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Invoice No. 2394445

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Matter 0001 Corporate Matters

Attorney: 00257

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Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
05/02/10	Start drafting RathGibson/Oceaneering purchase order terms and conditions for use with new post-settlement purchase order.	JJMC	2.20
05/03/10	Conference with Mr. McDonald regarding Department of Labor Audit; conference with Mr. Saydah regarding same.	VHZ	0.60
05/03/10	Call with V. Zerjav regarding remedying issues with employee benefit plans in bankruptcy.	GRS	0.20
05/03/10	Review e-mail from M. Schwartz regarding new Oceaneering MSA; continue drafting RathGibson/Oceaneering purchase order terms and conditions for use with new post-settlement purchase order; various actions in connection with finalizing RathGibson/Oceaneering settlement agreement; telephone conference with V. Zerjav regarding Form 5500 matters.	JJMC	4.20
05/04/10	Review and revise letters to Department of Labor requesting relief under DOL Delinquent Filer Program for RathGibson Health and Welfare Plan and the Greenville Tube Company Welfare Benefits Plan.	RSC	0.30
05/04/10	Conference with Mr. Tabinowski and Ms. Hanson regarding Greenville Tube 401(k) Plan.	VHZ	2.70

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
05/04/10	Review and respond to e-mail from M. Schwartz regarding use of Oceaneering form purchase order terms and conditions; draft revised version of RathGibson/Oceaneering settlement agreement in response to comments received from M. Schwartz; e-mail same to D. Lawrence (Oceaneering counsel) for his review; telephone conference with D. Lawrence concerning same; review additional comments received from J. Nelb concerning same; various other actions in connection with finalizing RathGibson/Oceaneering settlement agreement.	JJMC	4.40
05/05/10	Conference Ms. Zerjav regarding filing Form 5000s for welfare plans and plan administration.	RSC	0.60
05/05/10	Conferences with Ms. Hanson and Ms. Wei of Department of Labor; follow up on audit issues and 5500 filing issue; draft Delinquent Filer Voluntary Compliance Program communications.	VHZ	2.90
05/05/10	Telephone conference with M. Schwartz and R. Spigel concerning possible disposition of Salem Tube claim in bankruptcy process; Telephone conference with D. Lawrence (Oceaneering counsel) concerning revised draft RathGibson/Oceaneering settlement agreement and purchase order terms and conditions for new purchase order; various other actions in connection with same.	JJMC	3.20
05/06/10	Conference with Ms. Zerjav regarding issues regarding failure to file Form 5500 for medical plan and loans under 401(k) plan.	RSC	0.30
05/06/10	Review loan summaries; conference with Mr. Tabinowski regarding call with Department of Labor regarding	VHZ	1.20

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
05/06/10	Greenville Plan. Review revised draft purchase order terms and conditions prepared by D. Lawrence (Oceaneering counsel); revised version of same with suggested changes and e-mail same to D. Lawrence for his review; telephone conference with D. Lawrence concerning same; various other actions in connection with finalizing same; telephone conference with M. Schwartz concerning status of negotiating process for Oceaneering documents and other matters.	JJMC	3.10
05/07/10	Follow up on Greenville Tube issues with Ms. Hanson.	VHZ	0.40
05/07/10	Draft e-mail to D. Lawrence (Oceaneering counsel) concerning approach to RathGibson/Oceaneering MSA; Telephone conference with D. Lawrence concerning feedback received from Oceaneering business people concerning terms and conditions; review revised draft terms and conditions supplied by D. Lawrence; various other actions in connection with finalizing terms and conditions.	JJMC	2.40
05/10/10	Conference with Ms. Zerjav regarding curing discrimination and coverage testing failures under self correction program; conference with Ms. Zerjav regarding whether company may limit profit sharing contributions to participants who rollover distributions from RathGibson 401(k) plan.	RSC	1.60
05/10/10	Review EPCRS self correction rules.	VHZ	0.30
05/10/10	Review e-mail from D. Lawrence (Oceaneering counsel) concerning request for agreement on technical specifications for exclusivity in RathGibson/Oceaneering settlement agreement; draft e-mail response to D. Lawrence with suggested approach to same; various other actions in	JJMC	1.60

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
05/11/10	connection with finalizing settlement agreement.	VHZ	0.20
05/11/10	Review correspondence regarding 401(k) plans.	JJMC	1.20
	Review e-mail from D. Lawrence (Oceaneering counsel) with response concerning technical specifications for exclusivity in RathGibson/Oceaneering settlement agreement; telephone conference with M. Schwartz concerning same; various other actions in connection with same.		
05/12/10	Call with Ms. Throne and Great West regarding New Jersey plan termination issues; conference with Ms. Hanson and Ms. Wei of the Department of Labor regarding Greenville Tube 401(k) Plan.	VHZ	2.70
05/13/10	Conference with Mr. Tabinowski; research loan distribution reporting rules under New Jersey plan; conference with Ms. Throne and New Jersey plan administrator.	VHZ	2.80
05/13/10	Review e-mail from R. Spigel concerning Greenville Tube/Chart parent guarantee; review files and draft e-mail response to same; various actions in connection with obtaining UCC lien and litigation searches on Engineering Machinery Group in response to request from J. Fortin.	JJMC	1.30
05/14/10	Conferences with Ms. Wei of the Department of Labor and Mr. Anacker and Ms. Schuler; conference with Ms. Hanson regarding DOL call and Fidelity request.	VHZ	2.30
05/14/10	Review results of UCC lien and litigation searches on Engineering Machinery Group; draft e-mail to J. Fortin concerning same; review and respond to e-mail from V. Zerjav concerning supplying post-bankruptcy corporate organizational chart to Department of Labor.	JJMC	1.60

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
05/17/10	Conferences with Ms. Zerjav regarding discrimination and successor plan issues.	RSC	0.40
05/18/10	Conference with Ms. Lambert from RSG regarding Mid-South Plan; followup; conference with Mr. Tabinowski.	VHZ	1.30
05/19/10	Conference with Ms. Hartofilis regarding termination of old 401(k) plans and adoption of new 401(k) plan.	RSC	0.20
05/19/10	Research and draft notice to 401(k) participants regarding plan termination in connection with asset purchase; review chart outlining action steps in eliminating old plan and establishing new plan.	KAH	3.40
05/19/10	Conference with Mr. Tabinowski; prepare project time line.	VHZ	4.40
05/20/10	Follow up with Ms. Throne regarding New Jersey loan rollovers; conference with Mr. Tabinowski.	VHZ	2.50
05/21/10	Draft 401(k) notices.	VHZ	1.40
05/24/10	Review Plan termination notices; draft rollover notices; update action plan.	VHZ	1.90
05/24/10	Discussion of lease review with J. McDonald and initial review of same.	RLT	0.30
05/24/10	Telephone conference with M. Schwartz concerning possible plans with respect to Mid-South; draft summary of Mid-South non-competes and lease provisions and e-mail same to M. Schwartz for his review; various other actions in connection with same.	JJMC	3.70
05/25/10	Conference with Ms. Zerjav regarding adoption of new 401(k) plan and rollover of benefits from old plan.	RSC	0.30
05/25/10	Correspondence with Mr. Tabinowski; conference with Mr. Tabinowski regarding VCP; conference with Mr. Spigel and Ms. Schwartz of Willkie.	VHZ	3.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
05/25/10	Conference with Ms. Zerjav regarding 5500 reporting requirements for plans with 80-120 participants.	KAH	0.40
05/25/10	Review of leases and update Mr. McDonald regarding analysis of same.	RLT	0.90
05/25/10	Start drafting RathGibson/Oceaneering master supply agreement.	JJMC	1.20
05/26/10	Review e-mail from M. Schwartz with follow-up question concerning Mid-South summary; draft e-mail response to same; complete drafting RathGibson/Oceaneering master supply agreement; e-mail same to J. Sinks for his review.	JJMC	2.90
05/27/10	Conferences with Mr. Tabinowski; draft 401(k) notices; draft Plan termination resolutions; conference with Mr. Tabinowski and Mr. Spigel.	VHZ	5.80
05/27/10	Telephone conference with J. Sinks concerning his comments to draft RathGibson/Oceaneering master supply agreement; draft revised version of MSA in response to same and e-mail revised MSA to J. Sinks for his review; review e-mail from M. Schwartz concerning board approval of 401(k) terminations; telephone conference with V. Zerjav concerning drafting of board consents for same.	JJMC	3.10
05/28/10	Conference with Ms. Zerjav regarding consents of directors terminating plans and trustee to trustee transfers.	RSC	0.20
05/28/10	Revise resolutions; conference with Mr. Chargar regarding same; conference with Mr. McDonald regarding same; conference with Mr. Tabinowski, Ms. Throne and Great West regarding plan termination; correspondence with Mr. Tabinowski.	VHZ	2.60
05/28/10	Review draft board consents concerning 401(k) terminations	JJMC	3.10

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	prepared by V. Zerjav; prepare revised versions of same; telephone conference with V. Zerjav concerning same; e-mail consents to M. Schwartz and other RathGibson board members for execution.		
05/31/10	Conference with Mr. Tabinowski to prepare for call with Fidelity.	VHZ	0.40
06/01/10	Consider issue regarding profit sharing contribution; conference with Ms. Zerjav regarding above; conference with Ms. Zerjav regarding plan termination issue.	RSC	0.80
06/01/10	Conference with Ms. Spigel and Mr. Philips and Mr. Tabinowski; conference with IRS; correspondence with Department of Labor.	VHZ	2.80
06/01/10	Review executed board consents concerning 401(k) matters received from M. Schwartz and A. Yurko; various other actions in connection with same.	JJMC	0.40
06/02/10	Conference with Ms. Zerjav regarding profit sharing contribution.	RSC	0.20
06/02/10	Review and draft 401(k) plan termination documents.	VHZ	1.90
06/02/10	Review additional executed board consents concerning 401(k) matters received from Board members; draft e-mail to RathGibson board members with fully-executed version of same.	JJMC	0.30
06/03/10	Conference with Ms. Zerjav regarding Voluntary Correction Program for RathGibson 401(k) plans.	RSC	0.50
06/03/10	Draft Termination Checklist; conference with IRS; follow up with Mr. Tabinowski; conference with Ms. Wei of Department of Labor; conference with Mr. Chargar regarding Voluntary Correction Program status; follow up.	VHZ	4.40

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Client 018506
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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/03/10	Conference with Ms. Zerjav regarding contributions to a terminated 401(k) plan.	KAH	0.40
06/03/10	Telephone conference with F. Livermore (Willkie Farr) concerning Board composition of RathGibson, Inc. entities; various other actions in connection with same.	JJMC	0.80
06/04/10	Review and revise letter to participants in 401(k) plans.	RSC	0.40
06/04/10	Attend call regarding final paycheck; calls with Department of Labor and Mr. Phillips; draft letter to North Branch employees regarding loans; attend call regarding Mid South termination.	VHZ	1.90
06/07/10	Conferences with Mr. Tabinowski regarding Voluntary Correction Program issue with Department of Labor and new plan; correspondence with HR teams regarding various plan termination issues.	VHZ	3.80
06/08/10	Research related to New Jersey employees' loans.	LMH	1.20
06/08/10	Conferences with V. Zerjav regarding authorization to withhold employee wages to repay 401k loans; attention to same; review and revise letter to accompany withholding authorization.	JMM	0.50
06/08/10	Conferences with Ms. Zerjav regarding withholding 401(k) loan payments from employees paychecks prior to rollover of loans to new 401(k) plan; conference with Ms. Zerjav regarding vesting of terminated participants.	RSC	0.40
06/08/10	Review correspondence from Mr. Tabinowksi; review Greenville Tube Plan regarding deceased participant; conference with Ms. Hanson regarding Greenville; conference with Ms. Ryan regarding board minutes for Voluntary Correction Program filing; draft letters to vendors	VHZ	6.40

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/08/10	regarding plan termination; conference with Ms. Spigel, Mr. Phillips and Mr. Tabinowski regarding plan wind-downs; revise notices and forward to Mr. Phillips for review and comment; revise notice to New Jersey participants; follow up with Mr. Tabinowski; follow up. Review e-mail from D. Tabinowski with draft letter concerning non-extension of J. Nelb employment agreement in connection with bankruptcy process; draft comments to same and e-mail same to D. Tabinowski for his review; telephone conference with D. Tabinowski concerning same; prepare further revised version and e-mail same to D. Tabinowski for his review; telephone conference with J. Fortin concerning repossession of machinery in connection with Engineered Machinery Group issue.	JJMC	2.30
06/08/10	Conferred with Lisa Harris regarding legality under NJ state law of wage withholding during 401k plan conversion period; reviewed law.	JEK	0.20
06/09/10	Confer with Mr. McDonald regarding purchase from vendor subject to notice of federal tax lien; research potential applicability of purchaser exception to tax lien.	AHL	2.80
06/09/10	Revise Notices to vendors and notice to New Jersey employees; review Janesville plan forfeiture provisions; prepare final version of notices to vendors; correspondence with Mr. Tabinowski regarding same; coordinate calls regarding plan termination requirements; prepare plan termination summary.	VHZ	3.30
06/09/10	Discussion with J. McDonald regarding delivery of	BDF	0.30

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/09/10	machinery and bankruptcy concerns. Telephone conference with B. Feder concerning bankruptcy aspects of RathGibson/Engineered Machinery Group machinery repossession issue; telephone conference with J. Fortin concerning same; meeting with A. Lee concerning tax lien aspects of same.	JJMC	2.10
06/10/10	Conference with Ms. Zerjav regarding distribution of assets from 401(k) Plan; review plan termination checklist.	RSC	0.60
06/10/10	Research regarding scope of IRC Section 6323(b)(3) exception to federal tax lien.	AHL	0.10
06/10/10	Follow up on outstanding loan repayment questions; revise plan termination checklist; conference with Mr. Tabinowski regarding notices to participants; conferences with Great West and Fidelity teams regarding plan termination process; follow up with Mr. Tabinowski.	VHZ	4.70
06/10/10	Telephone conference with V. Zerjav concerning work on dissolving 401(k) plans; various other actions in connection with same.	JJMC	0.90
06/11/10	Research circumstances under which consideration is considered full and adequate; confer with Mr. McDonald regarding exception from notice of federal tax lien.	AHL	0.30
06/11/10	Review plan comparison chart.	RSC	0.20
06/11/10	Revise plan termination checklist; send to Mr. Tabinowski; conference with Mr. Phillips regarding termination checklist; conference with Mr. Capetta and Mr. McDonald.	VHZ	2.70
06/11/10	Meeting with A. Lee concerning results of his research regarding tax lien aspects of RathGibson/Engineering Machinery Group repossession of equipment issue;	JJMC	1.90

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	telephone conference with J. Fortin concerning same; draft revised board consent concerning 401(k) matter; various other actions in connection with same.		

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Total Services for this Matter:	75,315.50
10% Discount:	-7,531.55
Adjusted Services:	67,783.95

<u>Other Charges:</u>	<u>Amount</u>
Postage	\$2.44
Duplication	0.20
Telephone	118.55
Courier	32.43

Total Other Charges for this Matter:	153.62
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Total this Invoice	\$67,937.57
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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Chargar, Richard S	RSC	7.00	\$5,565.00
Moriarty, James M	JMM	0.50	282.50
Tzou, Rebecca	RLT	1.20	606.00
McDonald, John J	JJMC	47.90	25,147.50
Harris, Lisa M	LMH	1.20	444.00
Zerjav, Victoria	VHZ	71.80	39,490.00
Lee, Andrew H	AHL	3.20	1,680.00
Kiley, John	JEK	0.20	109.00
Hartofilis, Kristen	KAH	4.20	1,722.00
Saydah, Jr., Gilbert R	GRS	0.20	97.00
Feder, Benjamin D	BDF	0.30	172.50

PAYMENT BY CHECK:KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.
ABA #:021-000-021
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICES
MUMBAI, INDIA

RathGibson, Inc.
475 Half Day Road, Suite 210
Lincolnshire, IL 60069

June 30, 2010
Invoice No. 2394444

018506 RathGibson, Inc.
0010 Bankruptcy Reorganization

ACCOUNT SUMMARY AND REMITTANCE FORM

FEES:	\$1,078.00
10% DISCOUNT:	-107.80
ADJUSTED FEES:	\$970.20
OTHER CHARGES:	\$0.60

TOTAL AMOUNT DUE: \$970.80

TERMS: PAYMENT DUE UPON RECEIPT

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NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
345 PARK AVENUE
NEW YORK, NEW YORK 10154
ATTN: PRIVATE BANKING, 10TH FLOOR
ABA #:021-000-021
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
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475 Half Day Road, Suite 210
Lincolnshire, IL 60069June 30, 2010
Invoice No. 2394444Client 018506
Matter 0010 Bankruptcy Reorganization

Attorney: 00257

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Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
05/03/10	Review correspondence with regard to third fee application and discuss additional discounts with A. Segovia.	M V	0.20
05/12/10	Review statements and commence preparation of fee application.	M V	2.50
05/13/10	Continue drafting third interim fee application.	M V	1.80
05/14/10	Follow up with J. McDonald regarding third interim fee application and filing of same.	M V	0.20
05/17/10	Email correspondence to fee examiner with copy of fee application.	M V	0.20

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RathGibson, Inc.
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Total Services for this Matter:	1,078.00
10% Discount:	-107.80
Adjusted Services:	970.20

<u>Other Charges:</u>	<u>Amount</u>
Duplication	\$0.60
Total Other Charges for this Matter:	0.60
Total this Invoice	\$970.80

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Vicinanza, Marie	M V	4.90	\$1,078.00

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101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

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JP MORGAN CHASE, N.A.
ABA #:021-000-021
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
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EXHIBIT B

EXPENSES FOR THE PERIOD
MAY 1, 2010 THROUGH JUNE 11, 2010

<u>Expense Category</u>	<u>Total Expenses</u>
Duplication	\$.80
Telephone	\$118.55
Courier	\$32.43
Postage	\$2.44
Total	\$154.22