

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re : Chapter 11  
 :  
RathGibson, Inc., et al.,<sup>1</sup> : Case No. 09-12452 (CSS)  
 :  
Debtors. : Jointly Administered  
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**NOTICE OF BID DEADLINE AND AUCTION FOR SALE  
OF SUBSTANTIALLY ALL OF DEBTORS' ASSETS**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. On March 8, 2010, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) entered into an Asset Purchase Agreement by and between RathGibson Acquisition Co., LLC (the “Stalking Horse Bidder”) and the Debtors, dated as of March 8, 2010 (as amended by that certain Waiver, Consent and Amendment No. 1 to Asset Purchase Agreement, dated as of March 26, 2010, the “Stalking Horse Agreement”). On March 8, 2010, the Debtors filed a motion (the “Motion”) for entry of an order, among other things: (i) approving certain bid procedures (as revised, the “Bid Procedures”) with respect to the sale (the “Sale”) of all or substantially all of the Debtors’ assets (the “Purchased Assets”) either to the Stalking Horse Bidder pursuant to the Stalking Horse Agreement, or to such other person or entity who submits a higher or otherwise better offer (a “Successful Bidder”) in accordance with the Bid Procedures; (ii) approving certain bid protections with respect to the Stalking Horse Bidder (the “Bid Protections”); (iii) approving certain assumption, assignment and/or transfer procedures; and (iv) scheduling an auction in connection with the Sale of the Purchased Assets (the “Auction”) and approving the form and manner of notice thereof.

2. The Debtors are seeking to sell the Purchased Assets to the Stalking Horse Bidder or such other Successful Bidder in conjunction with the proposed *Second Amended Joint Chapter 11 Plan for RathGibson, Inc., et al.* (including all exhibits thereto and as amended, modified or supplemented from time to time, the “Plan”).<sup>2</sup> Approval of the Sale to either the Stalking Horse Bidder or such other Successful Bidder may result in, among other things, the assumption, assignment and/or transfer by the Debtors of certain executory contracts and unexpired leases. If you are a party to an executory contract or unexpired lease with the Debtors, you should receive a separate notice that contains relevant dates and other information that may impact you as a party to an executory contract or unexpired lease.

3. On March 26, 2010, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered an order (the “Bid Procedures Order”) granting the Motion to the extent set forth in the Bid Procedures Order. Pursuant to the Bid Procedures Order, if the Debtors receive any Qualified Bids (as defined in the Bid Procedures), the Auction shall take place on **May 19, 2010 at 10:00 a.m. (prevailing Eastern Time)** at the offices of Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019. Only parties that have submitted a Qualified Bid in accordance with the Bid Procedures, attached to the Bid Procedures Order as Exhibit A, by no later than **May 12, 2010 at 5:00 p.m. (prevailing Eastern Time)** (the “Bid Deadline”) may participate at the Auction. Any party that wishes to take part in this process and submit a bid for the Purchased Assets must submit their competing bid prior to the Bid Deadline and in accordance with the Bid Procedures.

4. By motion, dated March 8, 2010, the Debtors are seeking, among other things, (i) approval of the disclosure statement related to the Plan and (ii) a hearing date for confirmation of the Plan, including approval of the Sale. A separate notice (the “Notice of Confirmation and Sale Hearing”) and, together with this notice, the “Notices”) of the confirmation hearing on the Plan (the “Confirmation Hearing”), *which hearing includes approval of the Sale*, will be mailed to all known creditors and parties in interest once the disclosure statement is approved by the

<sup>1</sup> The last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) Greenville Tube Company (2689); (ii) RathGibson, Inc. (3283); (iii) RG Tube Holdings LLC (4080); and (iv) RGCH Holdings Corp. (9683). The Debtors’ executive headquarters’ address is 475 Half Day Road, Suite 210, Lincolnshire, Illinois 60069.

<sup>2</sup> All capitalized terms used but not specifically defined herein shall have the meanings ascribed to them in the Plan.

Bankruptcy Court. At the Confirmation Hearing, which will be held before the Honorable Christopher S. Sontchi in the Bankruptcy Court, 824 N. Market Street, 5th Floor, Courtroom 6, Wilmington, Delaware 19801, in conjunction with the confirmation of the Plan, the Court will consider the Sale of the Purchased Assets to the Stalking Horse Bidder or such other Successful Bidder free and clear of all liens, claims, interests, charges or other encumbrances (other than permitted encumbrances). If the Stalking Horse Bidder is not the Successful Bidder, at the Confirmation Hearing, the Court also may consider approval of the Bid Protections. The Confirmation Hearing may be adjourned from time to time without further notice to creditors or other parties in interest, other than by an announcement of such an adjournment in open court at such hearing or any adjournment thereof or an appropriate filing with the Bankruptcy Court.

5. Objections, if any, to the Sale (other than with respect to cure amounts, assignment and adequate assurance, which are subject to a separate notice) and the Bid Protections, if applicable, will be required to be filed and served as set forth in the Notice of Confirmation and Sale Hearing.

6. The Notices are subject to the fuller terms and conditions of the Plan, the order approving the Disclosure Statement, the Bid Procedures Order and the Bid Procedures, which shall each control in the event of any conflict with the Notices and the Debtors encourage parties in interest to review such documents in their entirety. The Bid Procedures Order is on file with the Clerk of the Bankruptcy Court, and copies of the same may be obtained by parties in interest free of charge (i) on the dedicated webpage related to these cases of the Debtors' Balloting Agent, The Garden City Group, Inc. (<http://www.rathrestructuring.com>); (ii) during regular business hours at the Office of the Clerk of the Bankruptcy Court, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801; or (iii) by request to Troy Bollman ([tbollman@ycst.com](mailto:tbollman@ycst.com)). The Bid Procedures Order may be obtained for a charge through Delaware Document Retrieval, 2 East 7th Street, 2nd Floor, Wilmington, Delaware 19801, or viewed on the Internet at the Bankruptcy Court's website (<http://www.deb.uscourts.gov>) by following the directions for accessing the ECF system on such website. Parties interested in receiving more information regarding the Sale of the Purchased Assets, subject to any necessary confidentiality agreement, may make a written request to: (i) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019 (Attn: Robin Spigel, Esq.), co-counsel to the Debtors; or (ii) Jefferies & Company Inc., 520 Madison Avenue, New York, NY 10022 (Attn: Leon Szlezinger).

Dated: March 26, 2010  
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP  
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1000 West Street, 17th Floor  
Wilmington, Delaware 19801  
(302) 571-6600

-and-

WILLKIE FARR & GALLAGHER LLP  
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Counsel to the Debtors and Debtors in Possession