

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

In re:

CST INDUSTRIES HOLDINGS INC,
et al.,¹

Chapter 11

Case No. 17-11292 (BLS)

Jointly Administered

**DECLARATION OF THOMAS M. HORAN IN SUPPORT OF
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR AN ORDER PURSUANT TO BANKRUPTCY CODE
SECTIONS 328(a) AND 1103 AUTHORIZING AND APPROVING THE
EMPLOYMENT AND RETENTION OF SHAW FISHMAN GLANTZ &
TOWBIN LLC AS COUNSEL NUNC PRO TUNC TO JUNE 20, 2017**

Thomas M. Horan, pursuant to 28 U.S.C. § 1746, certifies as follows:

1. I am a member of the law firm of Shaw Fishman Glantz & Towbin LLC (“Shaw Fishman”)² which maintains an office for the practice of law at 300 Delaware Avenue, Suite 1370, Wilmington, Delaware 19801, as well as offices in Chicago, Illinois and Northbrook, Illinois. I am admitted to practice before this Court. Ira Bodenstein and I will assume primary responsibility within Shaw Fishman for the firm’s engagement in these cases.

2. I am familiar with the facts hereinafter stated, and submit this declaration (the “Declaration”) in support 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 entry of an Order authorizing and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: CST Industries Holdings Inc. (4872); CST Industries, Inc. (9554); CST Power & Construction, Inc. (9480). The Debtors’ headquarters are located at: 903 E. 104th Street, Suite 900, Kansas City, Missouri 64131.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

approving the employment and retention of Shaw Fishman, as co-counsel to the Committee, nunc pro tunc to June 20, 2017.

3. I am familiar with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, and I am sufficiently competent to handle whatever might foreseeably be expected of the Committee's counsel in this matter.

4. The professional services that Shaw Fishman will provide to the Committee include those set forth in the Application. Subject to the Court's approval and pursuant to Bankruptcy Code sections 330 and 331, the Bankruptcy Rules and Local Rules, and any other rules and procedures that this Court may fix, Shaw Fishman will seek compensation on an hourly basis, plus reimbursement of the actual and necessary expenses that Shaw Fishman incurs.

5. Shaw Fishman is serving as co-counsel with Lowenstein Sandler LLP in connection with this retention and has represented to the Committee that both Lowenstein and Shaw Fishman will not be duplicating their efforts as co-counsel for the Committee in this case.

6. Set forth below is a schedule of hourly rates of certain professionals at Shaw Fishman:

Members	\$390 - \$725
Of Counsel	\$395 - \$475
Associates	\$270 - \$365
Paralegals	\$145 - \$220

7. The charges for the Shaw Fishman attorneys and paralegals who will render services to the Committee are based upon actual time charged on an hourly basis. The hourly rates for such professionals are based upon the experience and expertise of the

attorney or paralegal involved and are subject to periodic adjustments to reflect economic and other conditions.

8. Shaw Fishman has not agreed to any variations from, or alternatives to, its standard or customary billing arrangements for the postpetition term of this engagement. None of the professionals included in this engagement has varied their rate based on the geographic location of the above-captioned jointly administered cases. There is no proposed arrangement between the Committee and Shaw Fishman for compensation to be paid in these cases other than as described herein, in the Application, and in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. Shaw Fishman has no agreement with any other entity to share any compensation received, nor will any such agreement be made, except as permitted under Bankruptcy Code section 504(b)(1).

9. Shaw Fishman will apply to the Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the Local Rules, and applicable orders of this Court. Compensation will be payable to Shaw Fishman in compliance with the above rules, on an hourly basis, plus reimbursement of actual, reasonable, and necessary expenses incurred by Shaw Fishman. In connection with each of its applications for compensation and reimbursement of expenses, Shaw Fishman also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1,

2013, both in connection with this application and the interim and final fee applications to be filed by Shaw Fishman in these chapter 11 cases.

10. Insofar as I have been able to ascertain, except as described herein, the other attorneys of Shaw Fishman and I have no interest adverse to and no connections to the Committee, the Debtors' estates, their creditors, the United States Trustee, any person employed by the Office of the United States Trustee, the Bankruptcy Judge to whom this case is assigned, or any other party in interest herein or their respective attorneys and accountants.³ Although Shaw Fishman may in the future represent various entities that are creditors of the Debtors or otherwise have an interest in the Debtors in matters wholly unrelated to these bankruptcy cases, Shaw Fishman will not, while employed by the Committee, represent any other entity having an adverse interest in connection with these cases, absent further disclosure and to the extent that such representation would be permissible under Bankruptcy Code section 1103.

A. Shaw Fishman's Conflict Check System

11. In connection with preparing this Declaration, Shaw Fishman submitted the names of the individuals and entities that are currently known to be material parties and parties-in-interest in this case (the "Parties-in-Interest") for review in the computerized conflict database system maintained by Shaw Fishman. Shaw Fishman maintains and systematically updates its conflict check system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these

³ Shaw Fishman appears in cases involving a substantial number of creditors and parties-in-interest. Shaw Fishman is reviewing the parties-in-interest in this proceeding and will make every effort to disclose all connections to these parties as they become known to Shaw Fishman. Although it is not possible to guarantee that each and every connection is disclosed, Shaw Fishman will file additional and supplemental disclosure statements in the event Shaw Fishman becomes aware of any additional connections. In addition, it is possible that some creditors or parties-in-interest herein are creditors or parties-in-interest with *de minimis* interest in other cases in which Shaw Fishman plays a role.

records. The conflict check system maintained by Shaw Fishman is designed to include every matter on which the firm is now or has been engaged, the entity for which the firm is not or has been engaged, and in each instance, the identified of related parties and adverse parties and the attorney in the firm that is knowledgeable about the matter. It is the policy of Shaw Fishman that no new matter may be accepted or opened with the firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, as well as related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by Shaw Fishman.

12. The Parties-in-Interest that Shaw Fishman submitted to its conflict database includes, among others, the Debtors, known entities affiliated with the Debtors, the members of the Committee, professionals, insurance providers, taxing authorities, utilities, the Judges of the United States Bankruptcy Court for the District of Delaware, and certain members and attorneys of the Office of the United States Trustee in Delaware. A list of the names of the Parties-in-Interest described above, which was submitted to the conflict check system, is attached hereto as Exhibit 1.

B. Shaw Fishman's Relationship with Parties-in-Interest in Unrelated Matters

13. Upon review of the Parties-in-Interest, Shaw Fishman has determined that it has not previously represented any of the Parties-in-Interest.

14. Shaw Fishman has not agreed to share (a) any compensation it may receive with another party or person, other than with the members and associates of Shaw Fishman, or (b) any compensation another person or party has received or may receive.

15. Shaw Fishman did not receive a retainer with respect to its representation of the Committee.

16. Based upon the information available to me, and except as otherwise described herein, Shaw Fishman holds no adverse interest to the Committee, the Debtors, their estates, or their creditors as to the matters in which it is to be employed.

17. If Shaw Fishman discovers any connection with any interested party or enters into any new relationship with any interested party, the firm will promptly supplement its disclosure to the Court.

I hereby declare under the penalty of perjury that the foregoing statements made by me are true and correct to the best of my knowledge, information, and belief.

Dated: June 26, 2017

/s/ Thomas M. Horan

Thomas M. Horan (Bar No. 4641)

EXHIBIT 1

(PARTIES-IN-INTEREST)

Affiliations of Current Officers and Directors

- JRP Management LLC
- Grakon LLC
- PACE Industries
- Sinto America, US Subsidiary Sintokogio, Ltd, Nagoya, Japan
- Muth Mirror Systems, LLC
- Rexnord Corporation
- Kaydon Corporation (SKF Group)
- Dayco Products LLC
- Western Peterbilt, LLC

Affiliations of Former Officers and Directors (past 6 years)

- The Marmon Group
- Mold-Rite Plastics, Inc.
- Silgan Plastic Closure Solutions
- Arcady Capital Company
- Exopack LLC
- E-Markets, Inc.
- Safe Fleet
- ProcessBarron
- Highline Distribution Inc.
- The Sterling Group, L.P.
- Milton Street Capital, LLC
- Stackpole International Inc.
- Wagner Investments, L.P.
- TGP Investments, LLC
- Solis Capital Partners, LLC
- Certi-Fresh Foods, Inc.
- American Towing Alliance, Inc.
- Lotus Innovations, LLC

Creditors' Professionals

- RPA Advisors, LLC
- Norton Rose Fulbright LLP
- Chadbourne & Park LLP
- Andrews Advisory Group
- Concord Investment Partners (Raynard D. Benvenuti)
- Schiff Hardin LLP

Current Officers and Directors of the Debtors

- Timothy J. Carpenter
- Christopher J. Bridgnell
- Steve Keate
- Joe Ponteri

Debtors, Affiliates & Subsidiaries

- CST Industries Holdings Inc.
- CST Industries, Inc.
- CST Power & Construction, Inc.
- CST Industries (UK) Limited (NON-DEBTOR)
- CST Industries Singapore Pte. Ltd. (NON-DEBTOR)
- JAFZA Branch Office – Dubai, UAE (not a legal entity, NON-DEBTOR)
- Temcor Dome Japan Co. Ltd. 20% (JV in Japan, NON-DEBTOR)
- Temcor Rollwell – 49% (JV in India, NON-DEBTOR)

Debtors' Shareholders and Certain Affiliates

- The Sterling Group, L.P.
- Dave Abbott
- Yusuf Abu-Hatom
- Steve Allen
- Brian Bauerbach
- Andy Brown
- Ron Cameron
- Francis Carr
- Erik Carson
- Parker Chapman
- Credit Suisse
- Tony Cruse
- Gary Crutcher
- Dave Davis
- Tom DeDonder
- John Delaney
- Bob Edwards
- Mark Eklund
- Rich Enners
- Chris Forbes
- Don Gooch
- Greinke Personal Living Trust
- Brian Henry
- Jim Hlinka
- Terry Hyatt
- Dick Jarman
- Rick Jones
- Joe Kerner
- Mark Kinsley
- Myra Kubicki
- Brian Kyrk
- Neil Lange

- Jim Lawson
- Jung Lee
- Keith McGuire
- Bill Mead
- Dick Nelles
- Fred Newman
- The Northwestern Mutual Life Insurance Company
- OCM Mezzanine Fund II, LP (Oaktree Capital Management)
- South Grand MM CLO I LLC
- Tim O'Connell
- Tom O'Connor
- Rocky Owens
- Jeff Perez
- Tom Renich
- Bruce Rumble
- Joe Russian
- Nick Santucci
- Ron Stier
- John Sweeney
- TGP Investments, LLC
- Kyle Theodore
- Tony Thill
- Bob Thorstrick
- Dave VanMol
- Peter Vodak
- Don Wagner
- Kent Wallace
- Bruce Warren
- David Wheat

Debtors' Trade Names and Aliases (up to 8 years) (a/k/a/, f/k/a/, d/b/a/)

- Vulcan Tanks Limited
- Temcor
- CST Covers Industries, Inc.
- CST Power
- Conservatek
- CST Storage
- CST Covers
- Columbian Tec Tank
- Engineered Storage Products Company
- Weaver
- Silos & Declaimers
- Tec Tank
- Columbian Steel Tank Company

- Aquastore

Deposit Banks

- UMB Bank, N.A.
- Bank of America, N.A.
- ANZ Bank (Vietnam) Limited
- America National – Dekalb
- Great Southern Bank – Parsons
- Regions Bank – Winchester
- JPMorgan Chase Bank
- Comerica Bank

Former Officers and Directors (past 6 years)

- Declan McLaughlin
- Brian Bauerbach
- Ron Stier
- David Abbott
- Gary Rosenthal
- Kevin Garland
- Francis Carr
- Don Wagner
- Dan Lubeck

Holders of 10 Largest Secured Claims (Consolidated) (relevant entities captured in other categories)

- See lenders.

Holders of 20 Largest Unsecured Claims (Consolidated)

- OCM Mezzanine Fund II, LP
- The Northwestern Mutual Life Insurance Company
- Center Ethanol Co., LLC
- Cargill Steel
- Sapa Extrusion Inc.
- Steel Warehouse Company, Inc.
- Gexpro Services
- Western Extrusions
- Gulf Coast Tank & Construction
- Samuel Son & Co. Inc.
- National Traffic Service
- Siskin Steel & Supply Co.
- Steel & Pipe Supply Co.
- Hanna Rubber Company
- Ferro Corporation
- Alston Environmental Co.

- Richard Weaver
- Feralloy Corporation
- Coombs Carlsbad CA Inc.
- Zonke Engineering (PTY) Ltd.

Insurance and Benefits Carriers, Brokers and Administrators

- AIG
- ACE
- Westchester Fire Insurance Company (Chubb)
- Liberty International
- Chubb Group of Insurance Companies
- Travelers
- Navigators
- 3CU
- Great American
- Gemini
- HCC Specialty
- RSUI Indemnity
- National Union Fire
- Endurance
- Third Coast Underwriters
- Willis Towers Watson and Lockton Companies LLC

Landlord / Payee on real estate lease

- Omninet Pacific Pointe, LP
- Transwestern Pacific Point, LP
- Aslan III Pacific Pointe, LP
- IFC Credit Corporation
- Richard & Beverly Pieper
- Cal-Ten Investments LLC
- Satellite Shelters, Inc.
- M-4 Properties, LLC
- Lafarge North America Inc.
- Hub Properties Inc., as agent for M-4 Properties, LLC
- Palmer Johnson Power Systems, LLC
- EHD Holdings, LLC
- Unique Functional Products

Lenders and Lender Agents

- BNP Paribas
- Cooperatieve Rabobank U.A., New York Branch
- Ally Bank
- Global Leveraged Credit Opportunity Fund I
- ING Capital LLC

- Main Street Capital Corporation

Major Competitors

- Tank Connection Affiliate Group
- HMT LLC
- Tarsco
- Permastore Limited
- Superior Tank Company Inc.
- Baillie Tank Equipment
- Vacono
- Geometrica
- Hallsten Corp.
- WB (?)

Office of the United States Trustee for the D. Delaware

- T. Patrick Tinker (Assistant U.S. Trustee)
- David Buchbinder
- Linda Casey
- Timothy J. Fox, Jr.
- Benjamin Hackman
- Brya Keilson
- Mark Kenney
- Jane Leamy
- Hannah M. McCollum
- Juliet Sarkessian
- Richard Schepacarter

Parties to Material Contracts with the Debtors

- California Aquastore Inc. d/b/a Pacific Tank Solutions
- Bluewater Engineered Storage Systems
- Texas Aquastore, Inc. d/b/a Southwest Aquastore
- STT Enviro Corp.
- Shearer & Associates, Inc.
- Great Plains Structures, LLC

Parties to Pending Litigation

- Center Ethanol Company
- Danielle Fisher
- A.O. Smith Harvestore Products, Inc.
- A.O. Smith Corp.
- Richard Weaver
- Biodome Asia

Professionals, Consultants, and Service Providers

- Hughes Hubbard & Reed LLP
- Epiq Bankruptcy Solutions, LLC
- Potter Anderson & Corroon LLP
- CDG Group, LLC
- Husch Blackwell LLP
- Mayer Hoffman McCann P.C.
- KPMG LLP
- CIBZ/MHM
- Pinsent Masons LLP
- BB & NU Law Company – Vietnam
- Pickett Chaney & McMullen, LLP
- McCloud & Associates, Inc.
- Stout Rissius & Ross, LLC
- Rikvin Pte Ltd.
- David Yeung & Co Pac
- SmithAmundsen LLC
- Michael Best & Friedrich LLC
- Mathys & Squire LLP

Significant Vendors

- Cargill Steel
- Steel Warehouse Co. Inc.
- Gexpro Services
- Phoenix Metals Company
- Western Extrusions Corporation
- Steel & Pipe Supply Co.
- Siskin Steel & Supply Co.
- Valspar Corporation
- SAPA
- Hanna Rubber Company
- Ferro Corporation
- Universal Forest Products
- Constellium/Wise Rolled Products
- Manus Products, Inc.
- SIKA Corporation
- Feralloy Corporation
- An Ha Co., Ltd.
- Arconic Inc.
- Climalock, LLC
- Huck International (ALCOA)
- Vanguard Products Corp.
- Zephyr Products, Inc.

Taxing Authorities and Service Providers

- State of Alabama
- State of Alaska
- State of Arizona
- State of Arkansas
- Board of Professional Eng. & Land Survey (West Virginia)
- State of California
- City of Portland (Oregon)
- State of Colorado
- State of Texas
- State of Maryland
- State of Connecticut
- Construction Contractor Board (Oregon)
- Contractor State License Board (California)
- Dekalb County Collector (Illinois)
- Dept. of Professional & Occupational Regulation (Virginia)
- Division of Occupational & Professional Licensing (Utah)
- Effingham County (Georgia)
- State of Florida
- Franklin County Clerk (Tennessee)
- State of Georgia
- State of Hawaii
- State of Idaho
- State of Illinois
- State of Indiana
- State of Iowa
- State of Kansas
- State of Kentucky
- Labette County (Kansas)
- State of Louisiana
- State of Maine
- State of Massachusetts
- State of Minnesota
- State of Mississippi
- State of Missouri
- State of Montana
- Montgomery County Tax Assessor (Texas)
- Morgan County Sales Tax (Alabama)
- State of Nebraska
- State of Nevada
- State of New Hampshire
- State of New Jersey
- State of New Mexico
- State of New York
- State of North Carolina

- State of North Dakota
- State of Ohio
- State of Oklahoma
- State of Oregon
- State of Pennsylvania
- State of Rhode Island
- State of South Carolina
- State of South Dakota
- State of Delaware
- State of Michigan
- State of Washington
- State of Tennessee
- State of Utah
- State of Vermont
- State of Virginia
- State of West Virginia
- Winchester City Clerk (Tennessee)
- State of Wisconsin
- State of Wyoming

Unions Representing Employees of the Debtors

- International Brotherhood of Teamsters

United States Bankruptcy Court for the D. Delaware, Clerk's Office

- Una O'Boyle
- Stacey Drechsler

United States Bankruptcy Judges for the D. Delaware

- Chief Judge Brendan L. Shannon
- Judge Kevin J. Carey
- Judge Kevin Gross
- Judge Laurie S. Silverstein
- Judge Christopher S. Sontchi
- Judge Mary F. Walrath

Utilities

- Winchester Utilities
- Elk River Public Utility
- Centerpoint Energy Service
- Kansas Gas Service
- Westar Energy
- City of Parsons
- City of Dekalb
- Commonwealth Edison Company

- Constellation Energy Group
- Nicor Advanced Energy
- Entergy Corporation
- City of Conroe
- City of Springfield
- Infinite Energy, Inc.
- Georgia Power Company