



Order Filed on October 6, 2021
by Clerk
U.S. Bankruptcy Court
District of New Jersey

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
Caption in Compliance with D.N.J. LBR 9004-1(b) FOX ROTHSCHILD, LLP Joseph J. DiPasquale, Esq. Martha Baskett Chovanes 49 Market Street Morristown, NJ 07960 Telephone: (973) 992-4800 Facsimile: (973) 992-9125 Email: jdipasquale@foxrothschild.com mchovanes@foxrothschild.com <i>Proposed Counsel to the Official Committee of Unsecured Creditors</i>	
In re:	Chapter 11
Aluminum Shapes, L.L.C., <i>Aka Shapes LLC fka Delair Aluminum, LLC</i>	Case No. 21-16520 (JNP)
Debtor.	The Honorable Jerrold N. Poslusny, Jr.

**ORDER APPROVING THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS'
AMENDED APPLICATION FOR ENTRY OF AN ORDER UNDER 11 U.S.C. §§ 328
AND 1103 AUTHORIZING THE EMPLOYMENT AND RETENTION OF
BERKELEY RESEARCH GROUP, LLC AS FINANCIAL ADVISOR,
EFFECTIVE AS OF SEPTEMBER 3, 2021**

The relief set forth on the

ORDERED.

DATED: October 6, 2021

A handwritten signature in black ink, appearing to read "Jerrold N. Poslusny, Jr.", written over a horizontal line.

Honorable Jerrold N. Poslusny, Jr.
United States Bankruptcy Court

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Debtors: ALUMINUM SHAPES, L.L.C.

Case No. 21-16520 (JNP)

Caption of Order: ORDER APPROVING THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS' AMENDED APPLICATION FOR
ENTRY OF AN ORDER UNDER 11 U.S.C. §§ 328 AND 1103
AUTHORIZING THE EMPLOYMENT AND RETENTION OF
BERKELEY RESEARCH GROUP, LLC AS FINANCIAL
ADVISOR, EFFECTIVE AS OF SEPTEMBER 3, 2021

Upon the application (the “**Application**”) ¹ of the Official Committee of Unsecured Creditors (the “**Committee**”) of Aluminum Shapes, LLC (the “**Debtor**”), for entry of an order, pursuant to Sections 328 and 1103 of the Bankruptcy Code, authorizing the Committee to employ and retain BRG as financial advisor, effective as of September 3, 2021, as more fully set forth in the Application; and upon consideration of the declaration of David Galfus (the “**Galfus Declaration**”); and this Court having jurisdiction to consider the Application pursuant to 28 U.S.C. § 1334; and venue of this chapter 11 case and the Application in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that this Court may enter a final order consistent with Article III of the United States Constitution; and proper and adequate notice of the Application having been given; and this Court being satisfied based on the representations made in the Application and in the Galfus Declaration, together with the representations and deliberations on the record, that the terms and conditions of BRG’s employment, including, but not limited to, the fee structure set forth in the Application and Galfus Declaration, are reasonable as required by Section 328(a) of the Bankruptcy Code; and this Court finding that BRG does not hold or represent interests adverse to the Committee or Debtor’s estate and is a “disinterested person,” as defined in Section 101(14) of the Bankruptcy Code; and this Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and the relief requested in the

¹ Capitalized terms used, but not otherwise defined, herein have the meaning given to them in the Application.

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Application being in the best interests of the Committee, the Debtor, and its estate and creditors;
and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. Pursuant to sections 328 and 1103 of the Bankruptcy Code, the Committee is authorized to retain and employ BRG as financial advisors to the Committee, effective as of the September 3, 2021, pursuant to the terms of the Application and the Galfus Declaration, as modified by this Order.
3. BRG shall file applications for compensation and reimbursement of expenses and shall be compensated in accordance with sections 328, 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules, and Local Rules, as may then be applicable, from time to time, and such other applicable procedures as may be fixed by order of this Court
4. The indemnification provisions set forth in the Application and the Galfus Declaration, as modified herein, are approved, subject, during the pendency of this case, to the following:
 - (a) BRG shall not be entitled to indemnification, contribution, or reimbursement pursuant to the Application and Galfus Declaration, unless the indemnification, contribution, or reimbursement is approved by the Court.
 - (b) Notwithstanding any provision of the Application or Galfus Declaration to the contrary, the Debtor shall have no obligation to indemnify BRG, or provide contribution or reimbursement to BRG, for any claim or expense that is either: (i) judicially determined (the determination having become

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final) to have arisen from BRG's gross negligence, willful misconduct, bad faith or self-dealing, (ii) for a contractual dispute in which the Debtor alleges the breach of BRG's contractual obligations unless the Court determines that indemnification, contribution, or reimbursement would be permissible pursuant to *In re United Artists Theatre Co.*, 315 F.3d 217 (3d Cir. 2003), or (iii) settled prior to a judicial determination as to the exclusions set forth in clauses (i) and (ii) above, but determined by the Court, after notice and a hearing pursuant to subparagraph (c) to be a claim or expense for which BRG should not receive indemnity, contribution, or reimbursement under the terms of the Application and the Galfus Declaration as modified by this Order.

- (c) If, before the earlier of (i) the entry of a final, non-appealable order confirming a chapter 11 plan in this case, and (ii) the entry of an order closing this chapter 11 case, BRG believes that it is entitled to the payment of any amounts by the Debtor on account of the Debtor's indemnification, contribution, and/or reimbursement obligations under the application (as modified by this Order), including without limitation the advancement of defense costs, BRG must file an application therefor in this Court, and the Debtor may not pay any such amounts to BRG before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by BRG for indemnification, contribution, or reimbursement, and not a provision limiting the duration of the Debtor's obligation to indemnify BRG. All parties in interest shall retain the right to object to any demand by BRG for indemnification, contribution, or reimbursement.
- (d) Any limitations on any amounts including special damages to be contributed by the parties to the engagement shall be eliminated.

5. Notwithstanding anything to the contrary in the Application or the Galfus Declaration, BRG shall not seek reimbursement of any fees or costs, including attorney fees and costs, arising from the defense of any of BRG's fee applications in the cases. In the event BRG seeks reimbursement for attorneys' fees and expenses, the invoices and supporting time records

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Debtors: ALUMINUM SHAPES, L.L.C.

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for the attorneys' fees and expenses shall be included in BRG's fee and expense applications, and these invoices and time records shall be in compliance with the Local Bankruptcy Rules and shall be subject to the U.S. Trustee Guidelines and the approval of the Bankruptcy Court pursuant to sections 330 and 331 of the Bankruptcy Code, but without regard to whether such attorneys have been retained under section 327 of the Bankruptcy Code, and without regard to whether such attorneys' services satisfy section 330(a)(3)(C) of the Bankruptcy Code.

6. To the extent BRG seeks to use the services of Contractors in this case to perform services for the Committee, the Committee shall seek the separate retention of any such Contractors.

7. In the event BRG seeks to use any of its affiliates to perform services for the Committee, the Committee shall seek the separate retention of any such affiliates.

8. BRG shall provide ten days' notice to the Debtor, the U.S. Trustee, and the Committee before any increases in the rates set forth in the Application or any agreement entered into in connection with the Committee's retention of BRG are implemented and shall file such notice with the Court, provided, however, that in the event that the BRG professionals responsible for this matter do not have sufficient advance notice of such rate increases, BRG shall provide notice to the Debtor, the U.S. Trustee, and the Committee as soon as practicable after the information regarding rate increases becomes available to the BRG professionals responsible for this matter.

9. To the extent that there may be any inconsistency between the terms of the Application, the Galfus Declaration, and this Order, the terms of this Order shall govern.

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Debtors: ALUMINUM SHAPES, L.L.C.

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10. The terms and conditions of this Order are immediately effective and enforceable upon its entry.

11. Any additional services to be provided by BRG which were not provided for in the Application and Galfus Declaration shall require further Court approval.

12. None of the fees payable to BRG shall constitute a "bonus" or fee enhancement under applicable law, except where authorized by this Order.

13. The relief granted herein shall be binding upon any trustee or other successor of the Debtors. The relief granted herein shall also be binding in the event the bankruptcy proceeding is dismissed.

14. The terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

15. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

In re:
Aluminum Shapes, L.L.C.
Debtor

Case No. 21-16520-JNP
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0312-1
Date Rcvd: Oct 06, 2021

User: admin
Form ID: pdf903

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Total Noticed: 2

The following symbols are used throughout this certificate:

Symbol Definition

+ Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Oct 08, 2021:

Recip ID	Recipient Name and Address
db	+ Aluminum Shapes, L.L.C., 9000 River Road, Delair, NJ 08110-3204
aty	+ Michael D Vagnoni, Obermayer Rebmann Maxwell & Hippel, LLP, 1120 Route 73, Suite 420, Mount Laurel, NJ 08054-5109

TOTAL: 2

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Oct 08, 2021

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on October 6, 2021 at the address(es) listed below:

Name	Email Address
Andrew Katz	on behalf of Defendant Martin J. Walsh katz.andrew@dol.gov
Anthony B. Stumbo	on behalf of Creditor Tiger Finance LLC astumbo@riemerlaw.com
Buffy L. Wilson	on behalf of Interested Party New Jersey Department of Environmental Protection buffy.wilson@law.njoag.gov
David L. Deratzian	on behalf of Unknown Role Type Nathan H. Kelman Inc. david@employmentlaw-iv.com
Donald K. Ludman	on behalf of Creditor Pollution Control Financing Authority of Camden County dludman@brownconnery.com kray@brownconnery.com

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Douglas J. Smillie
on behalf of Creditor Talen Energy Marketing LLC dsmillie@flblaw.com, ccharlton@flblaw.com

Edmond M. George
on behalf of Debtor Aluminum Shapes L.L.C. edmond.george@obermayer.com,
michael.vagnoni@obermayer.com;Lucille.acello@obermayer.com;helen.belair@obermayer.com;turner.falk@obermayer.com;col
een.schmidt@obermayer.com

Edmond M. George
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Franklin Barbosa, Jr
on behalf of Creditor Tiger Finance LLC fb@spsk.com

Gregory Peterson
on behalf of Creditor UGI Energy Services Inc. gpeterson@dierpeterson.com

Jeffrey M. Sponder
on behalf of U.S. Trustee U.S. Trustee jeffrey.m.sponder@usdoj.gov jeffrey.m.sponder@usdoj.gov

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on behalf of Creditor Ford Motor Credit Company LLC ecfmail@mortoncraig.com mortoncraige@cf@gmail.com

Jordan Seth Blask
on behalf of Creditor Cygnus Manufacturing Company jblask@fbtlaw.com agilbert@fbtlaw.com;agilbert@ecf.courtdrive.com

Joseph Lubertazzi, Jr.
on behalf of Creditor Tiger Finance LLC jlubertazzi@mccarter.com

Joseph J. DiPasquale
on behalf of Attorney Official Committee of Unsecured Creditors jdipasquale@foxrothschild.com cbrown@foxrothschild.com

Joseph M. Garemore
on behalf of Creditor Pollution Control Financing Authority of Camden County jgaremore@brownconnery.com

Joseph S. D'amico, Jr.
on behalf of Creditor Public Service Electric and Gas Company jsdamico@flblaw.com

Joseph S. D'amico, Jr.
on behalf of Creditor Talen Energy Marketing LLC jsdamico@flblaw.com

Karl N. McConnell
on behalf of Creditor Merchantville-Pennsauken Water Commission kmccconnell@mpwc.com jhershey@mpwc.com

Martha Baskett Chovanes
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rsolomon@foxrothschild.com;brian-oneill-fox-5537@ecf.pacerpro.com

Matthew David Areman
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mareman@markowitzandrichman.com

Matthew David Areman
on behalf of Creditor Teamsters Local 837 Health & Welfare Fund mareman@markowitzandrichman.com

Matthew David Areman
on behalf of Creditor Teamsters Local 837 401(k) Plan mareman@markowitzandrichman.com

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rsolomon@foxrothschild.com;ksenese@foxrothschild.com

Michael R. Herz
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Peter C. Hughes
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Rebecca K. McDowell
on behalf of Creditor Eastern Lift Truck Co. Inc. rmcowell@slgcollect.com

Robert W. Keyser
on behalf of Creditor BB 316 Investments LLC rkeyser@taylorandkeyser.com

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User: admin

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Steven E. Fox

on behalf of Creditor Tiger Finance LLC sfox@riemerlaw.com, dromanik@riemerlaw.com

Suzanne Demitrio Campbell

on behalf of Defendant Martin J. Walsh campbell.suzanne@dol.gov

Suzanne Demitrio Campbell

on behalf of Creditor Martin J. Walsh campbell.suzanne@dol.gov

Turner Falk

on behalf of Plaintiff Aluminum Shapes L.L.C. turner.falk@obermayer.com, coleen.schmidt@obermayer.com

U.S. Trustee

USTPRegion03.NE.ECF@usdoj.gov

TOTAL: 35