

UNITED STATE BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

**FEE APPLICATION COVER SHEET FOR THE  
PERIOD OCTOBER 1, 2021 THROUGH OCTOBER 31, 2021**

Debtor:	<u>Aluminum Shapes, L.L.C.</u>	Applicant:	<u>Fox Rothschild LLP</u>
Case No.:	<u>21-16520 (JNP)</u>	Client:	<u>Official Committee of Unsecured Creditors of Aluminum Shapes, L.L.C.</u>
Chapter:	<u>11</u>	Case Filed:	<u>August 15, 2021</u>

**SECTION 1  
FEE SUMMARY**

Summary of Amounts Requested for the  
Period October 1, 2021 through October 31, 2021 (the “**Second Statement Period**”).

Total Fees	<b>\$217,379.50</b>
Total Disbursements	+ <b>\$804.74</b>
Total Fees Plus Disbursements	<b>\$218,184.24</b>
Minus 20% Holdback (Fees)	- <b>\$43,475.90</b>
Amount Sought at this Time	<b><u>\$174,708.34</u></b>

	<u>FEES</u>	<u>EXPENSES</u>
Total Previous Fee Requested:	<u>\$305,300.00</u>	<u>\$385.72</u>
Total Fees Allowed to Date:	<u>\$244,240.00</u>	<u>\$385.72</u>
Total Retainer (If Applicable):	<u>\$0.00</u>	<u>N/A</u>
Total Holdback (If Applicable):	<u>\$61,060.00</u>	<u>\$0.00</u>
Total Received by Applicant:	<u>\$0.00</u>	<u>\$0.00</u>

<b>NAME OF PROFESSIONAL &amp; TITLE</b>	<b>YEAR ADMITTED (Or Years of Professional Service)</b>	<b>HOURS</b>	<b>RATE</b>	<b>FEE</b>
Michael J. Viscount, Jr., Partner	1981	63.7	\$780.00	\$49,686.00
Martha B. Chovanes, Partner	1988	63.2	\$755.00	\$47,716.00
Joseph J. DiPasquale, Partner	1994	79.4	\$850.00	\$67,490.00
David Restaino, Partner	1990	7.6	\$730.00	\$5,548.00
Nevena Simidjiyska, Partner	2007	2.7	\$580.00	\$1,566.00
Robert F. Elgidely, Partner	1997	1.6	\$580.00	\$928.00
Eleanor Vaida Gerhards, Partner	2007	3.0	\$530.00	\$1,590.00
Michael R. Herz, Partner	2008	28.2	\$510.00	\$14,382.00
Joseph Caneco, Associate	2016	27.8	\$440.00	\$12,232.00
Stephanie Slater, Associate	2021	20.9	\$335.00	\$7,419.50
Robin I. Solomon, Paralegal	n/a	1.6	\$415.00	\$664.00
Kathleen A. Senese, Paralegal	n/a	23.2	\$315.00	\$7,308.00
Shavone Green, Paralegal	n/a	3.4	\$250.00	\$850.00
<b>TOTALS</b>		<b>326.3</b>		<b>\$217,379.50</b>

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**SECTION II**  
**SUMMARY OF SERVICES**

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<b>Task</b>	<b>Description</b>	<b>Hours</b>	<b>Total</b>
A	Asset Analysis and Recovery	2.2	\$1,367.00
AA	Assumption/Rejection of Leases and Contracts	0.3	\$255.00
B	Asset Disposition	117.8	\$91,107.50
C	Business Operations	1.2	\$842.00
CA	Court Appearance	5.1	\$3,574.50
D	Case Administration	19.9	\$13,166.00
E	Claims Administration and Objections	1.2	\$540.50
EE	Real Estate	0.2	\$156.00
F	Employee Benefits/Pensions	18.0	\$12,037.50
G	Fee/Employment Applications	37.3	\$17,780.00
I	Financing/Cash Collateral	10.8	\$7,526.00
II	Secured Creditor Lien Analysis	24.9	\$13,891.00
J	Litigation (Other than Avoidance Action Litigation)	10.1	\$7,445.00
K	Avoidance Action Litigation	47.2	\$27,229.50
L	Meetings and Communications with Creditors	18.4	\$11,703.50
N	Relief from Stay Proceedings	0.4	\$326.00
O	Regulatory Compliance	10.3	\$7,695.00
U	Litigation Consulting	1.0	\$737.50
	<b>SERVICE TOTALS</b>	<b>326.30</b>	<b>\$217,379.50</b>

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**SECTION III  
SUMMARY OF DISBURSEMENTS**

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Description	Amount
Courtcall (Court hearing attendance telephonically)	\$200.00
CSC (lien analysis)	\$485.15
Photocopying No. of Pages (18); Rate per Page \$0.20	\$3.60
Postage Charges	\$22.79
Miscellaneous Fee (Covid test required to attend 341(a) formation meeting)	\$89.00
Research (Westlaw)	\$4.20
<b>DISBURSEMENTS TOTAL</b>	<b>\$ 804.74</b>

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**SECTION IV  
CASE HISTORY**

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(1) Date case filed: August 15, 2021 (the “**Petition Date**”)

(2) Chapter under which case commenced: Chapter 11

(3) Date of Retention: September 2, 2021<sup>1</sup>

If limit on number of hours or other limitations to retention, set forth: n/a

(4) Summarize in brief the benefits to the estate and attach supplements as needed:<sup>2</sup>

These services include, but are not limited to the following:

- Reviewed and analyzed the following, and in connection therewith, presented recommendations and updates to the Committee and engaged extensively with other interested parties, including the DIP Lender:
  - *Notice of Debtor’s Selection of Stalking Horse Bidder for Sale of Substantially All of Debtor’s Assets Pursuant to 11 U.S.C. Section 363*

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<sup>1</sup> The Retention Order (D.I. 140) is submitted herewith as **Exhibit A**.

<sup>2</sup> The Invoice submitted hereto as **Exhibit B** includes detailed time entries summarizing the professional services rendered by Fox Rothschild LLP as counsel to the Official Committee of Unsecured Creditors of Aluminum Shapes, L.L.C. (“**Committee**”).

*of the Bankruptcy Code (D.I. 127) (“Stalking Horse Notice”)*

- *Debtor’s Expedited Motion for an Order Approving Bid Protections Pursuant to an Asset Purchase Agreement for the Sale of Substantially All of the Debtor’s Assets and for Related Relief (D.I. 132) (“**Bid Protections Motion**”);*
- *Debtor’s Amended and Corrected Motion for an Order Approving Bid Protections Pursuant to an Asset Purchase Agreement for the Sale of Substantially All of the Debtor’s Assets and for Related Relief (D.I. 136) (“**Amended Bid Protections Motion**”);*
- *Joinder of the Official Committee of Unsecured Creditors of Aluminum Shapes, L.L.C. to the Debtor’s Expedited Motion for an Order Approving Bid Protections Pursuant to an Asset Purchase Agreement for the Sale of Substantially All of the Debtor’s Assets (D.I. 144);*
- *Supplemental Declaration of Justin Magner in Support of Debtor’s Amended Bid Protections Motion (D.I. 145);*
- *Order Granting Debtor’s Expedited Motion for an Order Approving Bid Protections Pursuant to an Asset Purchase Agreement for the Sale of Substantially All of the Debtor’s Assets and for Related Relief (D.I. 158);*
- *Objections to Debtors’ Motion for (I) an Order (A) Approving the Bidding Procedures and Form of Asset Purchase Agreement for the Sale of Certain of the Debtors’ Assets including Approval of Provisions for Designation of a Stalking Horse and Bid Protections, (B) Establishing the Notice Procedures and Approving the Form and Manner of Notice Thereof, (C) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Scheduling a Sale Hearing, (E) Granting Expedited Consideration; and (F) Granting Related Relief, And (II) an Order (A) Approving the Sale of the Debtor’s Business or Assets Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Related Relief (D.I. 94, 134 (Corrected)) (“**Bid Procedures, Sale Motion**”);*
  - *Limited Objection of New Life Transport Parts Center (D.I. 178);*
  - *Limited Objection of Pollution Control Financing Authority of Camden County (D.I. 207);*

- *Limited Objection of Eastern Lift Truck Co., Inc.* (D.I. 209);
  - *Response by CHUBB Companies* (D.I. 211);
  - *Objection of Merchantville-Pennsauken Water Commission* (D.I. 215)
- In connection with the Bid Procedures Motion and objections thereto, the Committee negotiated significant changes to the Bid Procedures and extensively reviewed and revised the Bidding Procedures and the associated form asset purchase agreement. In addition, the Committee filed a Joinder with respect to Bid Protections Motion filed by the Debtor.
- In connection with the DIP Financing Motion and a default called by the DIP Lender, the Committee negotiated significant revisions to the DIP Order benefiting the unsecured creditor body, including reviewing and analyzing:
  - *Debtor's Motion for an Order Modifying the Final DIP Order, Bid Procedures and Bid Protections* (D.I. 219) and *Order Granting Debtor's Motion for an Order Modifying Bid Procedures and Bid Protections* (D.I. 229); and
  - *Order Modifying Final Order Authorizing Debtor to, Among Other Things, Obtain Post-Petition Financing, (II) Granting Liens and Superpriority Claims, (III) Authorizing the Use of Cash Collateral, and (IV) Modifying the Automatic Stay* (D.I. 230)
  - Reviewed and analyzed the Debtor's pleadings with respect to retention of numerous professionals, and where appropriate, successfully negotiated modifications thereto.
- Reviewed all other matters concerning administration of this chapter 11 case, including:
  - *The Administrative Fee Order Establishing Procedures for Allowance of Payment of Interim Compensation and Reimbursement of Expenses to Professional Persons* (D.I. 182) and *the Amended Administrative Fee Order Establishing Procedures for Allowance of Payment of Interim Compensation and Reimbursement of Expenses to Professional Persons* (D.I. 193) ("**Admin Procedures Order**";
  - Preparation of *Second Supplemental Certification of Michael J. Viscount, Jr., in Support of Application for Retention of Professional* (Fox Rothschild LLP as Counsel to the Official Committee of Unsecured Creditors) (D.I. 181).

- Fox Rothschild began preparing its first monthly fee application pursuant to the Admin Procedures Order.
- On behalf of the Committee, Fox Rothschild reviewed and analyzed the first monthly fee statements filed by Debtor's professionals.
- Fox Rothschild conducted regular meetings and regularly provided email communications with the Committee to strategize and apprise the Committee of all developments in the case. Prepared agendas for Committee meetings and minutes of Committee meetings.
- Continued review and analysis of Debtor's assets, including potential causes of action and non-litigation recoveries, to assess potential sources of value for the estate.
- Reviewed Debtor's *Chapter 11 Monthly Operating Report for the Month Ending 9/30/2021* (D.I. 184)
- Further investigated the validity, extent and priority of asserted prepetition liens against the Debtor's property.
- Communicated with multiple parties in interest related to tax and insurance issues, including with respect to *Debtor's Notice to Transfer Property Free of Any Transfer Tax and to Assert Exemption Pursuant to N.J.S.A. Section 46:15-10(g)*.
- Reviewed *Debtor's Expedited Motion for Entry of an Order (I) Approving Debtor's Key Employee Retention Plan, (II) Approving Debtor's Key Employee Incentive Plan, and (III) Granting Related Relief* (D.I. 185) and related *Debtor's Expedited Motion to Seal* (D.I. 187) and discussed at length with Debtor's counsel.
- Reviewed and analyzed Debtor's adversary complaint(s):
  - filed against Ultimate Software Group, Inc. (Adv. Case 21-01392);
  - filed against Concrete Support Systems, LLC (Adv. Case 21-01398).
- Prepared and filed an adversary complaint against Tiger Finance, LLC (D.I. 221) (Adv. Case 21-01458) seeking to avoid Tiger Finance's New Lien impacting Debtor's Property.
- Reviewed and analyzed environmental issues effecting the sale of the assets of the Debtor and advised and updated the Committee and sale professionals with respect thereto.
- Reviewed and analyzed Debtor's response to Ford Motor Credit Company LLC's Motion for Relief from Stay re 2017 Ford F350.(D.I. 183)

- Rendered all other services as set forth on the invoices attached hereto.

(5) Anticipated Distribution to Creditors:

Administration Expenses:	Unknown at this time.
Secured Creditors:	Unknown at this time.
Priority Creditors:	Unknown at this time.
General Unsecured Creditors:	Unknown at this time.

(6) Final Disposition of Case and Percentage of Dividend Paid to Creditors (if applicable): Final disposition of case and dividend are unknown at this time.

I certify under penalty of perjury that the above is true.

Date: November 12, 2021

/s/ Michael J. Viscount, Jr.  
Michael J. Viscount, Jr.