

**UNITED STATE BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

**FEE APPLICATION COVER SHEET FOR THE
PERIOD NOVEMBER 1, 2021 THROUGH NOVEMBER 30, 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 November 1, 2021 through November 30, 2021 (the "**Third Statement Period**").

Total Fees*	\$255,015.90
Total Disbursements	+ \$5,626.82
Total Fees Plus Disbursements	\$260,642.72
Minus 20% Holdback (Fees)	- \$52,128.54
Amount Sought at this Time	<u>\$208,514.18</u>

	<u>FEES</u>	<u>EXPENSES</u>
Total Previous Fee Requested:	<u>\$522,679.50</u>	<u>\$1,190.46</u>
Total Fees Allowed to Date:	<u>\$418,143.60</u>	<u>\$1,190.46</u>
Total Retainer (If Applicable):	<u>\$0.00</u>	<u>N/A</u>
Total Holdback (If Applicable):	<u>\$103,535.90</u>	<u>\$0.00</u>
Total Received by Applicant:	<u>\$419,143.60</u>	<u>\$1,190.46</u>

* includes a voluntary reduction of \$28,335.10 of Fees

NAME OF PROFESSIONAL & TITLE	YEAR ADMITTED (Or Years of Professional Service)	HOURS	RATE	FEE
Michael J. Viscount, Jr., Partner	1981	85.8	\$780.00	\$66,144.00
Martha B. Chovanes, Partner	1988	65.6	\$755.00	\$49,528.00
Joseph J. DiPasquale, Partner	1994	86.5	\$850.00	\$73,525.00
David Restaino, Partner	1990	2.5	\$730.00	\$1,825.00
Christopher L. Pizzo, Partner	2010	8.3	\$620.00	\$5,146.00
Robert F. Elgidely, Partner	1997	67.8	\$580.00	\$39,324.00
Eleanor Vaida Gerhards, Partner	2007	5.3	\$530.00	\$2,809.00
Michael R. Herz, Partner	2008	42.0	\$510.00	\$21,420.00
Joseph Caneco, Associate	2016	16.5	\$440.00	\$7,260.00
Stephanie Slater, Associate	2021	21.7	\$335.00	\$7,703.50
Robin I. Solomon, Paralegal	n/a	2.8	\$415.00	\$1,162.00
Kathleen A. Senese, Paralegal	n/a	14.3	\$315.00	\$4,504.50
Shavone Green, Paralegal	n/a	12.0	\$250.00	\$3,000.00
				\$283,351.00
10% Voluntary Reduction of Fees ¹				(\$28,335.10)
TOTALS		431.1		\$255,015.90

¹ Includes a 10% voluntary reduction of Fees

**SECTION II
SUMMARY OF SERVICES**

Task	Description	Hours	Total
A	Asset Analysis and Recovery	18.9	\$12,418.50
B	Asset Disposition	124.6	\$97,628.50
BB	Budgeting (Case)	0.3	\$234.00
C	Business Operations	0.3	\$221.00
CA	Court Appearance	9.8	\$7,890.50
D	Case Administration	18.1	\$9,055.00
DD ²	Non-Working Travel Time	2.0	\$780.00
E	Claims Administration and Objections	4.6	\$3,114.00
F	Employee Benefits/Pensions	30.3	\$15,854.50
G	Fee/Employment Applications	21.2	\$10,107.50
I	Financing/Cash Collateral	1.3	\$948.00
II	Secured Creditor Lien Analysis	0.3	\$255.00
J	Litigation (Other than Avoidance Action Litigation)	132.4	\$80,102.00
K	Avoidance Action Litigation	20.7	\$12,080.00
L	Meetings and Communications with Creditors	20.0	\$13,550.00
M	Plan and Disclosure Statement	25.9	\$18,772.50
R	Business Analysis	0.4	\$340.00
			\$283,351.00
			10% Voluntary Reduction of Fees ³ (\$28,335.10)
TOTALS		431.1	\$255,015.90

² Reflects 50% rate reduction due to non-working travel time.

³ See Footnote 1.

**SECTION III
SUMMARY OF DISBURSEMENTS**

Description	Amount
Courtcall / Court Solutions (Court hearing attendance telephonically)	\$50.00
Court Filings, including <i>pro hac</i> fees	\$188.30
Court Reporter/Transcript	\$4,128.60
Deposition/Transcript	\$55.20
Photocopying No. of Pages (3,206); Rate per Page \$0.20	\$641.20
Postage Charges	\$124.25
Postage Charges: Certified	\$119.44
Outside Vendor / Document Retrieval	\$44.70
Messenger / Federal Express	\$199.57
Westlaw, Research	\$75.56
DISBURSEMENTS TOTAL	\$5,626.82

**SECTION IV
CASE HISTORY**

- (1) Date case filed: August 15, 2021 (the "**Petition Date**")
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of Retention: September 2, 2021⁴

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:⁵

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

⁴ The Retention Order (D.I. 140) is submitted herewith as **Exhibit A**.

⁵ 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**").

- In connection with the ongoing efforts of the Debtor to market and sell its assets under the Bid Procedures approved by the Court, Fox presented recommendations and updates to the Committee and engaged extensively with other interested parties, including the Debtor, the DIP Lender and the Stalking Horse in connection with amendments to the following for the purpose of allowing for negotiation with a possible strategic purchaser:
 - *Debtors' Motion for (I) an Order (A) Approving the Bidding Procedures and Form of Asset Purchase Agreement for the Sale of Certain of the Debtor's 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**")*;
- In connection with the DIP Financing Motion, defaults called by the DIP Lender, and the Debtor's request for amendments, 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 an expedited basis 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, including:
 - *Certification of Brett Wiltsey in Support of Application for Retention of Obermayer Rebmann Maxwell & Hippel LLP (D.I. 231)*; and
 - *Order Granting Application to Employ Obermayer Rebmann Maxwell & Hippel LLP (D.I. 236)*;

- *Amended Order Authorizing the Debtor to Retain and Employ Epiq Corporate Restructuring, LLC, as Administrative Advisors Pursuant to 11.U.S.C. Section 327 (D.I. 255);*
 - *Application for Retention of Kurtzman Steady, LLC, as Special Counsel to the Debtor (D.I. 256, 277 and 279).*
- Reviewed all other matters concerning administration of this chapter 11 case, including:
 - Debtor's *Motion to Extend Exclusivity Period for Filing a Chapter 11 Plan and Disclosure Statement (D.I. 290)*, to be heard on shortened time (D.I. 291 and 292);
 - *Transfer of Claim Transfer Agreement 3001 (e) 2 Transferors: Youngstown Tool & Die Co., LLC To Hain Capital Investors Master Fund, LTD (D.I. 293)*; and
 - *Transfer of Claim Transfer Agreement 3001 (e) 2 Transferors: Sportsfield Specialties Inc. (Claim No. 65, Amount \$23,223.59) To ASM Capital X, LLC (D.I. 294)*
- Fox Rothschild prepared and efiled its second monthly fee application pursuant to the Admin Procedures Order and processed the monthly fee statement of Committee's financial advisor, Berkeley Research Group, LLC ("FA") (D.I. 289) and also:
 - Prepared and efiled a certificate of no objection for the first monthly fee statements of both Fox Rothschild LLP and the FA.
- On behalf of the Committee, Fox Rothschild reviewed and analyzed the second 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 10/31/2021 (D.I. 283)*
- Further investigated the validity, extent and priority of asserted prepetition liens against the Debtor's property.

- Continued review and analysis regarding *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, including:
 - *US Trustee's Objection* (D.I. 237) to *Expedited Motion to Seal* (re D.I. 187)
 - *US Trustee's Objection* (D.I. 238) to *Expedited Motion for Entry of an Order (I) Approving Debtors Key Employee Retention Plan, (II) Approving Debtors Key Employee Incentive Plan, and (III) Granting Related Relief* (re D.I. 185); and
 - *Committee's Motion for Entry of an Order under 11 U.S.C Section 107(b), Fed. R. Bankr. P. 9018 and D.N.J. LBR 9018-1 Authorizing Efiling Under Seal the Limited Objection and Reservation of Rights of the Official Committee of Unsecured Creditors to Debtors' Expedited Motion for Entry of An Order (I) Approving the Debtor's Key Employee Retention Plan, (II) Approving Debtor's Key Employee Incentive Plan, and (III) Granting Related Relief* (D.I. 261), on shortened time (D.I. 262 and 268)
- Reviewed and analyzed Debtor's adversary complaint(s) seeking lien avoidance of the Judgment liens and disallowance or determination of the underlying claims and related relief:
 - filed against Pyrotek, Inc. (Adv. Case 21-01464);
 - filed against Talen Energy Marketing, LLC (Adv. Case 21-01465);
 - filed against IFM Efactor Inc. (Adv. Case 21-01466);
 - filed against Direct Energy Business, LLC, Direct Energy Business Marketing LLC (Adv. Case 221-01467);
 - filed by special counsel for the debtor against UGI Energy Services, LLC (Adv. Case 21-01472);
 - filed by special counsel for the debtor against Eastern Lift Truck Co., Inc. (Adv Case 21-01473)
- *Prepared Stipulation by which the Debtor seeks to grant the Committee derivative standing by consent to pursue three (3) adversary complaints seeking lien avoidance of the Judgment liens and disallowance or determination of the underlying claims and related relief* (D.I. 245); and
 - *Order Approving Stipulation Granting the Official Committee of Unsecured Creditors Derivative Standing* (D.I. 280).
- Prepared and filed adversary complaints on behalf of the Committee against additional entities to determine validity, priority or extent of lien or other

interest in property:

- filed against Euler Hermes North America Insurance Co, subrogee of Northeast Metal Traders, Inc. (Adv. Case 21-01469);
 - filed against Combined Metal Industries, Inc. (Adv. Case 21-01470)
- 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 and processed to completion, case closed 11/24/2021.
- Actively involved, with the Debtor and its professionals, in the assessment of ongoing environmental remediation activities at the property of the Debtor and adjacent property sold by the Debtor pre-petition.
- Actively involved with Debtor's professionals in the ongoing efforts to market and sell the assets and business of the Debtor, including review and negotiation of a letter of intent and various escrow agreements with a potential strategic purchaser leading to a transaction that was terminated before the auction under the Bid Procedures.
- Fully engaged with the professionals for the Debtor, the DIP Lender and Qualified Bidders before, during and after the auction on November 10, 2021 (the "Auction") which generated and combined offer of \$32 million for real estate, machinery and equipment assets from the Purchaser which ultimately closed on November 24, 2021 (the "Closing").
- During the two weeks between the Auction and the Closing, was engaged continuously with professionals for the Debtor, the Purchaser and the DIP Lender in negotiation of the amendments to the APA, and other closing documents; assessment and negotiation of terms to resolve environmental remediation fee and penalty issues, resolution of issues regarding excluded assets, and terms for assessment, confirmation and payment of the DIP facility, real estate tax liens, MUA charges and various escrows, all to protect the interests of unsecured creditors on the funds remaining after payment of allowed secured claims.
- Prepared initial drafts of a plan and a disclosure statement for consideration by Debtor's counsel.
- Rendered all other services as set forth on the invoices attached hereto.

(5) Anticipated Distribution to Creditors:

Administration Expenses:	100%
Secured Creditors:	100%
Priority Creditors:	100%
General Unsecured Creditors:	Undetermined at this time.

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

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

Date: December 10, 2021

/s/ Michael J. Viscount, Jr.

Michael J. Viscount, Jr.