

**IN THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

In re:) Chapter 11
)
COLLINS & AIKMAN CORPORATION, et al.¹) Case No. 05-55927 (SWR)
) (Jointly Administered)
Debtors.)
) (Tax Identification #13-3489233)
)
) Honorable Steven W. Rhodes

**FINAL FEE APPLICATION OF GREAT AMERICAN GROUP, LLC FOR
ALLOWANCE OF FEES AND REIMBURSEMENT OF EXPENSES FOR SERVICES
RENDERED AS SALES CONSULTANTS IN CONNECTION WITH THE SALE OF
ASSETS AT DEBTORS' FACILITIES TO BE WOUND DOWN**

For its Final Application for Allowance of Fees and Reimbursement of Expenses for Services Rendered as Sales Consultants in Connection with the Sale of Assets at Debtors' Facilities to be Wound Down, Great American Group, LLC (the "Applicant") respectfully represents:

1. On May 17, 2005 (the "Petition Date"), the above-captioned debtors (the "Debtors") filed their voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). The Debtors continue to operate their

¹ The Debtors in the jointly administered cases include: Collins & Aikman Corporation; Amco Convertible Fabrics, Inc., Case No. 05-55949; Becker Group, LLC (d/b/a/ Collins & Aikman Premier Mold), Case No. 05-55977; Brut Plastics, Inc., Case No. 05-55957; Collins & Aikman (Gibraltar) Limited, Case No. 05-55989; Collins & Aikman Accessory Mats, Inc. (f/k/a the Akro Corporation), Case No. 05-55952; Collins & Aikman Asset Services, Inc., Case No. 05-55959; Collins & Aikman Automotive (Argentina), Inc. (f/k/a Textron Automotive (Argentina), Inc.), Case No. 05-55965; Collins & Aikman Automotive (Asia), Inc. (f/k/a Textron Automotive (Asia), Inc.), Case No. 05-55991; Collins & Aikman Automotive Exteriors, Inc. (f/k/a Textron Automotive Exteriors, Inc.), Case No. 05-55958; Collins & Aikman Automotive Interiors, Inc. (f/k/a Textron Automotive Interiors, Inc.), Case No. 05-55956; Collins & Aikman Automotive International, Inc., Case No. 05-55980; Collins & Aikman Automotive International Services, Inc. (f/k/a Textron Automotive International Services, Inc.), Case No. 05-55985; Collins & Aikman Automotive Mats, LLC, Case No. 05-55969; Collins & Aikman Automotive Overseas Investment, Inc. (f/k/a Textron Automotive Overseas Investment, Inc.), Case No. 05-55978; Collins & Aikman Automotive Services, LLC, Case No. 05-55981; Collins & Aikman Canada Domestic Holding Company, Case No. 05-55930; Collins & Aikman Carpet & Acoustics (MI), Inc., Case No. 05-55982; Collins & Aikman Carpet & Acoustics (TN), Inc., Case No. 05-55984; Collins & Aikman Development Company, Case No. 05-55943; Collins & Aikman Europe, Inc., Case No. 05-55971; Collins & Aikman Fabrics, Inc. (d/b/a Joan Automotive Industries, Inc.), Case No. 05-55963; Collins & Aikman Intellimold, Inc. (d/b/a M&C Advanced Processes, Inc.), Case No. 05-55976; Collins & Aikman Interiors, Inc., Case No. 05-55970; Collins & Aikman International Corporation, Case No. 05-55951; Collins & Aikman Plastics, Inc., Case No. 05-55960; Collins & Aikman Products Co., Case No. 05-55932; Collins & Aikman Properties, Inc., Case No. 05-55964; Comet Acoustics, Inc., Case No. 05-55972; CW Management Corporation, Case No. 05-55979; Dura Convertible Systems, Inc., Case No. 05-55942; Gamble Development Company, Case No. 05-55974; JPS Automotive, Inc. (d/b/a PACJ, Inc.), Case No. 05-55935; New Baltimore Holdings, LLC, Case No. 05-55992; Owosso Thermal Forming, LLC, Case No. 05-55946; Southwest Laminates, Inc. (d/b/a Southwest Fabric Laminators Inc.), Case No. 05-55948; Wickes Asset Management, Inc., Case No. 05-55962; and Wickes Manufacturing Company, Case No. 05-55968.

businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On the Petition Date, the Court entered an order jointly administering the Debtors' bankruptcy cases pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Federal Rules").

2. On May 24, 2005, the United States Trustee appointed an official committee of unsecured creditors (the "Committee").

3. The Debtors' and their non-debtor affiliates are leading global suppliers of automotive components, systems and modules to all of the world's largest vehicle manufacturers, including DaimlerChrysler AG, Ford Motor Company, General Motors Corporation, Honda Motor Company, Inc., Nissan Motor Company Unlimited and Toyota SA.

4. On June 6, 2007, the Debtors sought authority from the Court to approve procedures for the sale of assets located at facilities at which operations were to be wound down. (Docket No. 7423) On June 22, 2007, the Court entered an order approving the procedures for the sale of such assets. (Docket No. 7633)

5. As part of this wind down process, the Debtors decided to sell certain assets (the "Assets") at facilities in: Sterling Heights, Michigan; Farmington; New Hampshire; Port Huron, Michigan; Rantoul, Illinois; and Harve de Grace, Maryland.

6. The Debtors selected the Applicant to market the Assets because of, among other things, their superior fee structure and lower cost base, experience selling assets similar to the Assets, ability to adequately market the sales of the Assets, established record in the auction industry, and experience in conducting sales within the bankruptcy context.

7. As a result, the Debtors entered into a Consulting Agreement (the "Agreement") with Applicant dated June 6, 2007, which formed the basis of the Debtors' application to employ

Applicant as sales consultants for the sale of the Assets, which was filed on June 26, 20007. (Docket No. 7646) The Court entered an order approving the retention of the Applicant on June 28, 2007 (the “Retention Order”). (Docket No. 7668) Pursuant to the terms of the Agreement, Consultant was to receive as its commission five percent (5%) of the gross proceeds for the sale of Assets plus reimbursement of expenses.

8. This Application is submitted pursuant to 11 U.S.C. §330 and 331, and L.B.R. 2016-1 and 9014-1 (E.D.M.) as a request for compensation for services rendered as sales consultants to the Debtors for the sale of the Assets. Applicant has not previously submitted any fee application, although it has submitted and served fee statements pursuant to the Administrative Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals and Official Committee Members (“Administrative Order”):

Date Served	Time Period Covered	Expense Requested	Fee Requested	Amount Paid
8/16/07	July, 2007	\$21,771.60	0	\$21,771.60
10/25/07	August, 2007	109,082.48	\$186,071.52	0 ²
10/25/07	September, 2007	94,990.65	30,747.13	0 ²
11/9/07 ³	October 1 through October 12	37,287.94	11,000	0

9. At this time, the Applicant is requesting final approval of fees totaling \$227,818.65 and expenses totaling \$263,132.67.

10. Pursuant to L.B.R. 2016-1 and 9014-1 (E.D.M.), the Applicant has attached the following exhibits:

Exhibit “A” – A copy of the Retention Order;

² The objection date for these fee statements is November 9, 2007.

³ This interim statement was served on November 9, 2007, so the objection date has not passed as of the date of filing of this Application.

Exhibit “B” – A summary statement of the sales of the Assets;

Exhibit “C” – A summary statement of disbursements for which the Applicant seeks reimbursement; and

Exhibit “D” – A copy of a proposed Order allowing the compensation requested in this Application.

11. Pursuant to L.B.R. 2016-1 (E.D.M.), the Applicant submits the following information:

a. **Total Amount of Fees and Expenses Requested.** By this final application, Applicant is seeking final approval of fees in the total amount of \$227,818.65 and total expenses of \$263,132.67 for Applicant’s services in this case. Pursuant to the Agreement, Applicant was entitled (subject to Bankruptcy Court approval) to a commission equal to five percent (5%) of the proceeds from the sale of assets. Applicant was also entitled to reimbursement of Sale Expenses incurred in connection with the sale of Assets, including the cost of Supervisors (as defined in the Agreement), support personnel, travel, marketing, supplies and web casts. The expenses are set forth in Exhibit C hereto and include an overall summary, a summary by expense category, and a summary by location. The expense request is consistent with budgets that Applicant provided to Debtors in connection with each sale.

b. **Time During Which Services Were Rendered.** Applicant is seeking final approval of compensation and for services rendered and expenses incurred from July 1, 2007 through October 12, 2007.

c. **Services Rendered.** The following is a brief description of the primary work performed by the Applicant on behalf of the Debtors during the period covered by this Application. During this period, Applicant marketed and sold at auction (or prepared for sale) Assets in Sterling

Heights, Michigan; Farmington, New Hampshire; Port Huron, Michigan; Rantoul, Illinois; and Harve de Grace, Maryland. These sales resulted in receipt of \$2,438,042 for the Assets. A summary of the services provided is as follows:

- i. **Sterling Heights**. Applicant conducted a live auction on site and over a Web Cast. Applicant prepared the site for auction from cleaning to final asset removal, leaving the building in a broom swept condition, prepared all the marketing for the sale which included North and South America, Asia and Europe, determined which assets were owned by Debtors and which were leased, negotiated with the lessor of assets not owned by Debtors for the sale of its assets for a 15% commission returning 10% of that back to the Debtors, and prepared the final accounting. The auction brought \$872,944.66.
- ii. **Port Huron**. Applicant prepared for a one day live auction, started marketing for the sale, photographed the assets, and coordinated with a lessor regarding selling its assets, but three weeks prior to the scheduled sale the plant was sold in its entirety. Debtors agreed to pay a commission on Applicant's estimated sale (of \$1,600,000) plus reimbursement of Applicant's expenses.
- iii. **Rantoul**. Applicant prepared for a one day live/web cast sale including photographs, marketing, and cleaning equipment, but found a buyer for both plants so did not hold auctions. The buyers paid \$660,000 combined for the two facilities.
- iv. **Farmington**. Applicant prepared the sale site for a multiple day on-line auction sale, cleaned and photographed all of the equipment, prepared the

marketing, determined what assets were Debtors and which were leased, negotiated to add the leased equipment to the sale on the terms outlined above, supervised the asset removal from the facility, and turned over the building in a broom swept condition to the Debtors. The auction totaled approximately \$364,797. Applicant also sold several pieces of equipment prior to the auction for a total of approximately \$356,000.

- v. **Harve de Grace**. Applicant photographed the remaining equipment, marketed it to Applicant's network of buyers and dealers, received bids on the equipment, and sold all the equipment to four companies for a total of \$184,300.

12. As of the date of this filing, Applicant has received payment of \$21,771.60 for expenses, representing 100% of the expenses incurred and applied for by the Applicant in statements served pursuant to the Administrative Order for which the objection date has passed.

13. Applicant represents that no agreement or understanding exists between it and any other person for the sharing of any compensation received for services rendered in or in connection with these cases.

WHEREFORE, Applicant respectfully requests this Court enter a final order approving and allowing, on a final basis, fees in the amount of \$227,818.65 and expenses in the amount of \$263,132.67 in connection with services rendered as sales consultants to the Debtors for the sale of assets during the period July 1, 2007 through October 12, 2007, authorizing the Debtors to pay the amounts allowed but not yet paid pursuant to the interim fee procedures and granting such other relief as is just and appropriate under the circumstances.

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