

ALAN M. SINGER  
OSNOS & Company, Inc.  
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New York, NY 10169  
Telephone: (212) 713-0929  
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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH  
CENTRAL DIVISION

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IN RE )  
 ) Bankruptcy No. 99-21130  
 )  
GENEVA STEEL COMPANY )  
a Utah Corporation ) Chapter 11  
 )  
Debtor and Debtor-in-Possession )

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APPLICATION OF ALAN M. SINGER,  
EXAMINER APPOINTED BY THE UNITED STATES TRUSTEE,  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
AND FOR REIMBURSEMENT OF EXPENSES

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TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Alan M. Singer, the duly appointed Examiner in the above captioned case (the "Applicant"), as and for his application pursuant to 11 U.S.C. § 330 and 11 U.S.C. § 503 (b) (2) for allowance of compensation for services rendered from February 13, 1999 through March 2, 1999 and for reimbursement of expenses incurred in connection therewith, respectfully represents:

Background

1. On February 1<sup>st</sup>, 1999 (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
2. On February 1<sup>st</sup>, 1999, the Debtor also filed its Motion Pursuant to Section 304 of the Bankruptcy Code and Bankruptcy Rule 4001 for Emergency, Interim, and Permanent Orders Authorizing the Debtor to Obtain Secured Credit.
3. On February 9<sup>th</sup>, 1999, after hearings on the above motion held on February 5<sup>th</sup>, 8<sup>th</sup> and 9<sup>th</sup>, the Bankruptcy Court converted the case to one under Chapter 7.

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4. On February 9<sup>th</sup>, before the Chief Judge in the United States District Court the Debtor moved for withdrawal of the reference of the bankruptcy case. That Court granted the motion for withdrawal and stayed the rulings of the Bankruptcy Court pending hearings and ruling by District Court Judge J. Thomas Greene.
5. On February 11<sup>th</sup>, the District Court instructed the United States Trustee to file a motion for appointment of an Examiner in this case.
6. On February 12<sup>th</sup>, 1999, the Assistant United States Trustee telephoned the Applicant to discuss his qualifications and availability for appointment as Examiner. The Applicant was asked to be in Salt Lake City on February 16<sup>th</sup> to meet with the United States Trustee and to be available for appointment as Examiner if approved by the District Court.
7. On February 16<sup>th</sup>, the District Court ordered approval of appointment of the Applicant as Examiner by the United States Trustee pursuant to 11 U.S.C. §1104 (c) (2), Exhibits E and E-1.

#### District Court Order

8. The District Court's Order, among other directions, required the Examiner to conduct an appropriate investigation of the Debtor concerning its viability for reorganization under Chapter 11 of the Bankruptcy Code, the need and feasibility for secured financing with duties described in 11 U.S.C. § 1106(a)(3 and 4) limited to an investigation of the acts, conduct, assets, liability and financial condition of the Debtor, the operation of the Debtor's business, the desirability of the continuance of such business, continuation of the Debtor as debtor in possession, and the filing of a statement of the investigation so conducted and the giving of testimony in connection therewith.

#### Jurisdiction and Venue

9. This Court has jurisdiction over this case and this application pursuant to 28 U.S.C. §§157 and 1334. Venue of this case and this application is proper pursuant to 28 U.S.C. §§1408 and 1409.
10. This Application has been prepared in accordance with the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330.

#### Qualifications of Applicant as Examiner

11. The qualifications of the Applicant result from over thirty years of experience in turnaround, senior level executive and financial management. His experience includes serving as Chapter 11 operating trustee, chief executive officer, and advisor to creditors, shareholders, and managers of companies in financial crisis.

12. Attached hereto as Exhibit G is a biographical description of the qualifications of the Applicant to serve as Examiner in this Case.

Description of the Services Performed

13. To assist in the performance of his duties as Examiner, the Applicant employed James R. Powers, an executive with over forty years of experience in the operations of steel manufacturing companies. Mr. Powers' investigations, under the Applicant's direction and supervision, were focused on the Debtor's manufacturing plant and production. Attached hereto as Exhibit H is a chronological outline of the qualifications of Mr. Powers.
14. On February 13<sup>th</sup>, 14<sup>th</sup> and 15<sup>th</sup>, the Applicant obtained information from sources in the public domain to be prepared with information about the Debtor and its principal competitors, including filings with the Securities and Exchange Commission, and about the steel industry. Also obtained was information about foreign imports of steel and their financial consequences to the performance of companies in the domestic steel industry.
15. On February 15<sup>th</sup>, the Applicant met with Mr. Powers in Salt Lake City to discuss the case and the prospective role he would perform in the investigation.
16. On February 16<sup>th</sup>, the Applicant met with the United States Trustee and the Assistant United States Trustee. Thereafter that day, the Applicant met with attorneys representing the Debtor, attorneys representing several creditor groups including unsecured creditors, senior note holders, and with attorneys representing the United Steelworkers of America.
17. During those meetings, the Applicant was interviewed not only about his qualifications but also his ability to complete an investigation by February 19<sup>th</sup> or early in the week of February 23<sup>rd</sup>. The United States Trustee, the Debtor's attorneys, and attorneys for the several creditors groups stressed the urgency for completion of an investigation at the earliest possible time because of the Debtor's declared immediate need for financing to continue its operations.
18. The applicant responded affirmatively to the possibility of early completion of an examination unless extraordinary issues or complications were discovered. His statement was based on previous experiences of findings in limited periods of time involving companies in crises, and in this case on the basis of information he already had obtained, as noted above.
19. On February 16<sup>th</sup>, upon his appointment as Examiner, the Applicant immediately began an investigation of the Debtor as set forth in the Order of his appointment. The Applicant attended hearings of testimony of witnesses in the continuation of the proceedings that day.

20. The Examiner's investigation consisted of:

- A. An analysis of the events leading to the filing of the Debtor's petition for reorganization under Chapter 11 of the Bankruptcy Code.
- B. Review of the circumstances about the rejection of additional secured lending by the Debtor's existing secured lender, Citibank.
- C. Analysis of the Debtor's capabilities for operating the business and the desirability of continuance of such business including:
  - i) Examination of the Debtor's physical assets and production capabilities;
  - ii) In-depth interviews of the Debtor's executive management, including its chief executive officer, executive vice president, general counsel and secretary and its vice president for finance and treasurer;
  - iii) Interviews of the Debtor's operating management, including the vice president for manufacturing, assistant plant managers, director of marketing and distribution, vice president for human resources, director of raw materials purchasing and traffic, local president of the United Steel Workers of America, Division Manager of Mannesman Tubes and Trading responsible for sales, and several steelworker employees;
  - iv) Examination of the minutes of meetings of the board of directors;
  - v) Examination of transcripts of all proceedings held in the bankruptcy Court and the United States District Court prior to the Applicant's appointment, and his attendance at all proceedings subsequent to his appointment;
- D. Examination of the secured credit proposal by Congress Financial Corporation.
- E. Examination of the Debtor's 1998 Annual Report, 1998 Form 10-K and 1997 proxy statements filed with the Securities and Exchange Commission, its 5-year business plan, its forecast of near-term cash receipts and disbursements, its financing requirements, and sources of financing.
- F. Analysis of information about competitors, the steel industry, and Department of Commerce and International Trade Commission matters pertaining to imports, and particularly the financial impact of unfair pricing by foreign competitors on the domestic producers of steel.
- G. Discussions with principals from: two investment companies holding senior notes; Bankers Trust Company as trustee for all note holders; Congress Financial Corporation; experts retained by the Debtor from the Blackstone Group and Arthur D. Little, Inc.; and an expert from Peter J Solomon, Inc.. retained by the investment companies holding senior notes.

21. Simultaneous preparation of information to be incorporated in the findings of the Examiner's summary report was undertaken as each element of the investigation proceeded so that the report could be submitted to the District Court on a timely basis.
22. The Examiner's investigation was completed in the late afternoon on February 18<sup>th</sup>. The conclusions reached were in favor of the debtor's continuation as debtor in possession under Chapter 11 and approval of the debtor's motion seeking approval to obtain secured debt.
23. Final drafting, editing, and completion of his summary report was continued in the late evening of February 18<sup>th</sup> and the early morning of February 19<sup>th</sup>.
24. On February 19<sup>th</sup> at 10 a.m. the Examiner's Summary Report, Exhibit F, was filed with the District Court. It was then distributed to attorneys and other persons present in the District Courtroom immediately thereafter.
25. On February 19<sup>th</sup> at 12:30 p.m. the District Court began hearings on findings of the Examiner and final arguments by the Debtor, the United States Trustee, senior note holders, unsecured creditors, and the United Steelworkers of America.
26. On February 19<sup>th</sup>, after the testimony of the Examiner and the final arguments, the District Court announced acceptance and endorsement of the Examiner's Summary Report, approval of the Debtor's Motion for continuation of the Chapter 11 proceeding and approval of the Debtor's motion to obtain secured credit.
27. Reference is made to the contemporaneous time records annexed as Exhibits B and D for details of the services provided.

#### Factors to be Considered in Awarding Compensation

28. The services as Examiner for which the Applicant seeks compensation in this Application were necessary for and beneficial to the District Court for its determination to allow the Debtor to continue its Chapter 11 proceedings and its approval of the Debtor's motion for secured credit.
29. During the period of the engagement, the Applicant and Mr. Powers worked assiduously to respond to the District Court's mandates.
30. The investigation was all the more challenging because of the initial Bankruptcy Court's order to convert the case to one under Chapter 7, and because of the strongly held views of the United States Trustee pertaining to certain provisions of the proposed new secured credit loan agreement. These were considered carefully by the Examiner.
31. The District Court allowed the Debtor to continue its Chapter 11 proceedings and to obtain secured financing.

32. The Debtor's rehabilitation, reorganization and the rebuilding of the confidence and loyalty of its long-timer customers, vendors and employees began immediately upon the District Court's decision on February 19<sup>th</sup> in favor of the Debtor's motions.

Conclusion

33. In sum, the services rendered by the Applicant as Examiner were necessary and beneficial to the District Court and to the Debtor's estate.
34. The services were performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved.
35. The services rendered were performed efficiently, effectively and economically.
36. It is respectfully submitted that the professional services rendered by the Applicant required a high degree of professional competence and expertise so that the issues requiring action by the District Court could be attended to with dispatch.
37. For all the above considerations, approval of the compensation sought herein is warranted.

Allowance of Compensation

38. Pursuant to 11 USC §330, this Court may award a professional reasonable compensation for actual necessary services rendered by such professional based upon consideration of all of the relevant factors, including time spent, rates charged, necessity or benefit of services rendered, reasonableness of time spent and cost of comparable services other than in a bankruptcy case.
39. The Applicant seeks allowance of compensation for services as Examiner provided from February 13<sup>th</sup> through March 2<sup>nd</sup>, 1999 in the aggregate amount of \$22,950.00, Exhibits A and B.
40. During the compensation period, the Applicant expended a total of 98.1 hours of which he seeks compensation for 91.8 hours. The hours he prepared for prior to his possible appointment as Examiner were necessary to meet the expected time constraints described to the Applicant in discussions preliminary to his appointment. A minimum number of hours has been charged for administration related to preparation of this application and are substantially fewer than the actual hours required. No fees have been charged for general administration or travel.
41. Pursuant to Section II D of the Guidelines of the United States Trustee, a schedule setting forth a description of the project categories utilized in this case, the number of hours expended by project category, and the aggregate fees associated with each project category, is attached hereto as Exhibit A.
42. No fees have been paid for services prior to the commencement of this case,

Allowance of Reimbursement of Expenses

43. The Applicant seeks allowance of reimbursement of disbursements incurred in connection with such services in the aggregate amount of \$16,767.95, Exhibit C.
44. The largest expense are fees for Mr. Powers' services in the amount of \$12,465.00 and his out of pocket expenses which amount to \$1,590.63. During the compensation period, Mr. Powers expended an aggregate of 55.4 hours, as set forth in Exhibit D hereto. The Applicant submits that those fees are reasonable for the work performed in this case.
45. Other expenses in the amount of \$2,712.32 are those directly related to travel, lodging, Federal Express delivery, and meal costs. No charges have been made for telephone, gratuities, photocopies, miscellaneous or any other actual out of pocket disbursements for this case. Expenses for which the Applicant seeks reimbursement are attached to Exhibits C, D and D-1 which set forth details of expenses for the Applicant.
46. There is no agreement or understanding between the Applicant and any other person, other than the firm of Osnos & Company of which the Applicant is a member, for the sharing of any compensation to be received for services rendered in connection with this case.
47. No prior application has been made to this or any other Court for the relief requested herein for the Compensation, nor has any payment been received on account for the out-of-pocket expenses incurred in connection therewith.

WHEREFORE, Alan M. Singer respectfully requests that this Court enter an Order:

- (i) approving the allowance of \$22,950.00 for compensation for services rendered during the period February 13<sup>th</sup> through March 2<sup>nd</sup>, 1999;
- (ii) approving reimbursement of out-of-pocket expenses in the amount of \$16,767.95;
- (iii) directing the Debtor to make prompt payment of such fees and expenses; and
- (iv) granting such other and further relief as this Court may deem just and proper.

Dated: New York, New York  
March 2, 1999

  
Alan M. Singer, Pro Se

230 Park Avenue, Suite 300C  
New York, NY 10169  
Telephone: (212) 713-0929  
Fax Number: (212) 489-9551

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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH  
CENTRAL DIVISION

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IN RE )  
 ) Bankruptcy No. 99-21130  
 )  
GENEVA STEEL COMPANY )  
a Utah Corporation ) Chapter 11  
 )  
Debtor and Debtor-in-Possession )

---

CERTIFICATION UNDER GUIDELINES FOR FEES  
AND DISBURSEMENTS FOR PROFESSIONALS  
IN RESPECT OF APPLICATION OF ALAN M. SINGER,  
EXAMINER APPOINTED BY THE UNITED STATES TRUSTEE,  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
AND FOR REIMBURSEMENT OF EXPENSES

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I, Alan M. Singer, hereby certify that:

1. To the best of my knowledge, information and belief, the application complies with the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 issued by the Executive Office for United States Trustees;
2. The United States Trustee for the District of Utah Central Division has been provided with this application;
3. Fees are billed at rates in accordance with practices customarily employed by the Applicant and accepted by Applicant's clients;
4. The Application includes a statement of the services provided by the Applicant and lists the services, billing rate, aggregate hours spent, and a reasonably detailed breakdown of the disbursements incurred;
5. In seeking reimbursement for third party services and for expenses, no profit is obtained on those services or expenses;

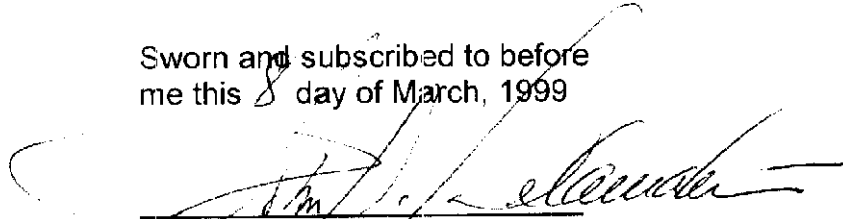


6. The applicant has not previously received any reimbursement of fees or expenses in this Chapter 11 case.

Dated: March 8, 1999

  
Alan M. Singer

Sworn and subscribed to before  
me this 8 day of March, 1999

  
NOTARY PUBLIC

JOHN O. DELAMATER  
Notary Public, State of New York  
No. 8000080  
Qualified in Ulster County  
Commission Expires May 31, 2000

IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE DISTRICT OF UTAH  
 CENTRAL DIVISION

IN RE	)	Bankruptcy No. 99-21130
	)	
GENEVA STEEL COMPANY	)	
a Utah Corporation	)	Chapter 11
	)	
Debtor and Debtor-in-Possession	)	

FEE APPLICATION SUMMARY SHEET

NAME OF APPLICANT;	Alan M. Singer
ROLE IN CASE:	Examiner appointed by the United States Trustee
Fees Previously Requested	\$ None
Fees Previously Awarded	\$ None
Expenses Previously Requested	\$ None
Expenses Previously Awarded	\$ None
Retainer Paid	\$ None
CURRENT APPLICATION	
Fees Requested	\$ 22,950.00
Expenses Requested	\$ 16,767.95

Name of professional	<u>HOURS BILLED</u>		Total For Application
	Current Application	Rate	
Alan M. Singer	91.8	\$250.00	\$22,950.00
	TOTAL		\$22,950.00
	TOTAL BLENDED HOURLY RATE		\$ 250.00

**EXHIBITS**

<b><u>Exhibit</u></b>	<b><u>Description</u></b>
A	Applicant's Summary of Services
B	Applicant's Timeslip record of services
C	Applicant's Summary of Expenses, including third party services and expenses
D	Third Party's Timeslip record of services
D-1	Third Party's Expenses, included in Exhibit C
E	US Trustee's Appointment of Chapter 11 Examiner
E-1	Order approving appointment of Chapter 11 Examiner
F	Examiner's Summary Report
G	Applicant's biographical summary
H	Third party's chronological resume



**SUMMARY OF SERVICES  
 ALAN M. SINGER**

<u>SERVICES RENDERED</u>	<u>HOURS EXPENDED</u>	<u>HOURS CHARGED</u>	<u>% of Total</u>	<u>RATE</u>	<u>FEE</u>
Case administration	6.00	6.00	6.54%	\$250.00	\$1,500.00
Fee application	17.00	13.00	14.16%	\$250.00	\$3,250.00
General administration	2.30	0.00	0.00%	\$250.00	\$0.00
Investigation	53.50	53.50	58.28%	\$250.00	\$13,375.00
Summary report preparation	19.30	19.30	21.02%	\$250.00	\$4,825.00
Total	98.10	91.80	100.00%		\$22,950.00

**JAMES R. POWERS**

Investigation	50.40	50.40	94.97%	\$225.00	\$11,340.00
Summary report preparation	5.00	5.00	5.03%	\$225.00	\$1,125.00
Total	55.40	55.40	100.00%		\$12,465.00



<u>Date</u>	<u>Activity</u>	<u>Description</u>	<u>Time Spent</u>	<u>Billable</u>
<u>Activity - Case Admin</u>				
2/16/99	Case Admin	Meet with James Powers to review results of his examination at debtor's facilities.	1:30	375.00
2/16/99	Case Admin	Meet with Laurie Crandall, Assistant United States Trustee, and Peter Kuhn, Esq. Discuss status of proceedings pertaining to motion to appoint Examiner.  Meet with Barbara Shangraw, United States Trustee.	2:00	500.00
2/16/99	Case Admin	Prepare affidavit for appointment of position of Examiner.	1:00	250.00
2/16/99	Case Admin	Meet with attorneys for debtor, for United Steelworkers of America, unsecured creditors, senior noteholders to discuss qualifications for the proposed appointment of examiner.	1:30	375.00
Subtotal for Start date 2/16/99			6.00	1500.00
Subtotal for Activity Case Admin			6.00	1500.00
<u>Activity - Fee application</u>				
3/1/99	Fee application	Prepare application for fees and reimbursement of expenses.	5:00	1250.00
Subtotal for Start date 3/1/99			5.00	1250.00
3/2/99	Fee application	Prepare application for approval of compensation and expenses.	8:00	2000.00
Subtotal for Start date 3/2/99			8.00	2000.00
3/6/99	Fee application	Edit and revise application for approval of compensation and	4:00	

<u>Date</u>	<u>Activity</u>	<u>Description</u>	<u>Time Spent</u>	<u>Billable</u>
<u>Activity - Fee application</u>				
		reimbursement of expenses.		
Subtotal for Start date 3/6/99			4.00	0.00
Subtotal for Activity Fee application			17.00	3250.00
<u>Activity - General admin</u>				
2/12/99	General admin	Telephone conference with Assistant United States Trustee Laurie Crandall and Peter Kuhn of Office of Assistant United States Trustee in Salt Lake City, Utah to discuss candidacy for appointment as Examiner in case of Geneva Steel.  Transmit resume of qualifications to Ms. Crandall.  Further telephone discussion with Ms. Crandall about travel to Salt Lake City to be available for appointment if selected by U. S. District Court.	0:48	0.00
Subtotal for Start date 2/12/99			0.80	0.00
Subtotal for Activity General admin			0.80	0.00
<u>Activity - Investigation</u>				
2/13/99	Investigation	Obtain data from internet about Geneva, competitors and industry; obtain 10K filed with SEC for year ended 12/31/98.	2:48	700.00
2/13/99	Investigation	Telephone conferences with G. Osnos, D. Bozik and James Powers re assigning Powers for assistance in examination re steel manufacturing.	1:30	375.00



Date	Activity	Description	Time Spent	Billable
<u>Activity - Investigation</u>				
Subtotal for Start date 2/13/99			4.30	1075.00
2/14/99	Investigation	Analyze documents obtained from internet including Securities and Exchange Commission filings of financial reports and news articles pertaining to Geneva Steel, Bethlehem Steel, United States Steel, steel industry, and foreign imports of steel.  Analyze Securities and Exchange Commission data about Geneva Steel, including Form 10K annual report for fiscal year ended September 30, 1998 and proxy data for year ended September 30, 1997.	4:00	1000.00
Subtotal for Start date 2/14/99			4.00	1000.00
2/15/99	Investigation	Continued examination of documents about industry, competition, foreign imports, 10K annual report, and news articles.	3:30	875.00
2/15/99	Investigation	Meet with James Powers to discuss Geneva Steel and duties of Examiner in this case. Discuss specific information required for the examination and priorities of issues to examine.  Obtain copies of transcripts of proceedings in Bankruptcy Court and United States Federal District Court from February 1 to this date.  Examine motion for approval of secured credit. Examine proposed Congress Financial Corporation secured credit agreement.	3:24	850.00
2/15/99	Investigation	Examine transcripts of proceedings in Bankruptcy court week of February 1.	3:30	875.00

Date	Activity	Description	Time Spent	Billable
<u>Activity - Investigation</u>				
Subtotal for Start date	2/15/99		10.40	2600.00
2/16/99	Investigation	Meet with James Powers in preparation for his examination of Debtor's operations and plant facilities.	1:30	375.00
2/16/99	Investigation	Attend Court hearing on motion to appoint Examiner; arguments on motion for approval of secured financing.	3:30	875.00
2/16/99	Investigation	Meet with James Powers to review results of his examination at debtor's facilities.	2:30	625.00
Subtotal for Start date	2/16/99		7.50	1875.00
2/17/99	Investigation	Meet with James Powers to review requirements for additional observations for further examination.	1:30	375.00
2/17/99	Investigation	Attend court hearings on continuation of arguments and testimony of witnesses.	3:42	925.00
2/17/99	Investigation	Meet with Messrs. J. Cannon and K. Johnsen to discuss circumstances of filing of petition for reorganization under Chapter 11 of Bankruptcy Code; discuss business plan data, underlying assumptions; near-term forecast of cash receipts and disbursements.	2:24	600.00
2/17/99	Investigation	Meet with Timothy Coleman of the Blackstone Group to discuss and examine his analysis for securing DIP financing.	0:48	200.00
2/17/99	Investigation	Meet with principals of Congress Financial Corporation, senior note holders trustee (Bankers Trust), Arthur D. Little, Inc. and Peter J. Solomon, Inc.	1:48	450.00

Date	Activity	Description	Time Spent	Billable
<u>Activity - Investigation</u>				
2/17/99	Investigation	Meet with L. Crandall and representatives of Office of U. S. Trustee to discuss related information about case.	1:18	325.00
2/17/99	Investigation	Meet with Messrs. J. Cannon, K. Johnsen, and D. Wanless to discuss background of related matters in case.	1:30	375.00
2/17/99	Investigation	Examine minutes of board of directors meetings and of compensation committee of board of directors.	1:30	375.00
2/17/99	Investigation	Meet with James Powers to review results of his meetings at debtor's facilities and meetings with operating personnel.	1:30	375.00
Subtotal for Start date	2/17/99		16.00	4000.00
2/18/99	Investigation	Breakfast meeting with James Powers to discuss his further examination of company operations, assets, and provide instructions on issues to be pursued at his continued examination at the company this date.	0:48	200.00
2/18/99	Investigation	Attend Court hearings on testimony of witnesses in case.	4:42	1175.00
2/18/99	Investigation	Meet with Kenneth Johnsen to further discuss assumptions viz Chapter 11 exit strategy reorganization including recapitalization of senior notes.	2:00	500.00
Subtotal for Start date	2/18/99		7.50	1875.00
2/19/99	Investigation	Attend hearing on examiners report and final argument on motion requesting approval of debtor in possession financing.  Give testimony on findings of	3:48	950.00

Date	Activity	Description	Time Spent	Billable
<u>Activity - Investigation</u>				
		Examiner.		
Subtotal for Start date 2/19/99			3.80	950.00
Subtotal for Activity Investigation			53.50	13375.00
<u>Activity - Report Prep</u>				
2/15/99	Report Prep	Prepare notes of documents examined.	1:30	375.00
Subtotal for Start date 2/15/99			1.50	375.00
2/16/99	Report Prep	Continue preparation of draft of Examiner's report.	3:30	875.00
Subtotal for Start date 2/16/99			3.50	875.00
2/17/99	Report Prep	Continue preparation of Examiner's summary report of findings.	1:24	350.00
Subtotal for Start date 2/17/99			1.40	350.00
2/18/99	Report Prep	Continued preparation of Examiner's report of findings.  Integrate information from James Powers notes in preparation of Examiner's report of findings.	7:12	1800.00
Subtotal for Start date 2/18/99			7.20	1800.00
2/19/99	Report Prep	Final prep of Examiner's summary report, edit of same, revisions, and final draft.	5:18	1325.00

Date	Activity	Description	Time Spent	Billable
<u>Activity - Report Prep</u>				
		James Powers assist in above finalization of report.		
2/19/99	Report Prep	File Examiner's summary report at United States District Court at 9:50 a.m.	0:24	100.00
Subtotal for Start date 2/19/99			5.70	1425.00
Subtotal for Activity Report Prep			19.30	4825.00
GRAND TOTAL			96.60	22950.00



Date 3/8/99

Alan M. Singer  
 Project

Date	Description	Expense
2/14/99	James Powers fees, Exhibit D	\$12,465.00
2/14/99	James Powers out of pocket expenses, Exhibit D-1.	<u>1,590.63</u>
	Sub-Total James Powers fees and expenses	14,055.63
2/15/99	Air Travel for applicant less reduction for coach class \$2,009.19 per voucher less \$298.00	1,711.19
2/15/99 to 2/20/99	Lodging and meals charged as hotel expense for applicant.	803.79
2/15/99 to 2/20/99	Out of pocket expense for meals for applicant	76.49
	Other expenses of applicant:	
2/15/99	Taxi: NYC to JFK airport	\$40.00
	Taxi: Salt Lake City to hotel	12.50
	Tip: Salt Lake City hotel airport	N/C
2/20/99	Taxi: JFK airport to NYC	40.00
2/16/99	Fed exp Delivery of reference materials from NYC to SLC.	28.35
	Sub-total applicant's out of pocket expenses	----- 2,712.32
	Total Expenses	----- <u>\$16,767.95</u>

# Expense Report

Alan M. Singer

NAME Alan M. Singer

PERIOD ENDING 03/06/99

	02/14/99	02/15/99	02/16/99	02/17/99	02/18/99	02/19/99	02/20/99	Totals
Miles Driven								
Taxi NYC to JFK Airport						40.00		40.00
Taxi SLC Airport to Hotel						12.50		12.50
Taxi Hotel to SLC Airport						N/C		
Taxi JFK Airport to NYC						40.00		40.00
Gratuities - taxis NYC and SLC						N/C		
Airfare \$2009.19 less \$298.00		1,711.19						1,711.19
<b>TRANSPORTATION TOTAL</b>		1,711.19				92.50		1,803.69
Lodging						803.79		803.79
Breakfast								
Lunch						76.49		76.49
Dinner								
<b>SUB-TOTAL MEALS</b>						76.49		76.49
<b>LODGING &amp; MEALS SUBTOTAL</b>						880.28		880.28
Supplies / Equipment								
Phone, Fax - from Buffalo								
Medical insurance								
Federal express documents NYC to SLC						28.35		28.35
<b>ENTERTAINMENT</b>								
<b>TOTAL PER DAY</b>	-	1,711.19	-	-	-	1,001.13	-	2,712.32

### DETAILED ENTERTAINMENT RECORD

DATE	ITEM	PERSONS ENTERTAINED BUSINESS RELATIONSHIP	PLACE NAME & LOCATION	BUSINESS PURPOSE	AMOUNT

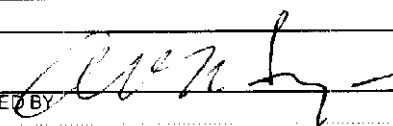
### PURPOSE OF TRIP

### SUMMARY

Service as Examiner in Geneva Steel, Inc. case, 99-21130 Chapter 11	TOTAL EXPENSES	2,712.32
	LESS CASH ADVANCE	
	LESS COMPANY CHARGES	
	AMOUNT DUE EMPLOYEE	2,712.32
	AMOUNT DUE COMPANY	0.00

AMS

PREPARED BY



03/08/99

DATE

APPROVED BY

DATE





Date	Consultant	Activity	Description	Time Spent	Billable
<u>Activity - Investigation</u>					
2/15/99	JRP	Investigation	Review information in personal files for data to evaluate competitive information on integrated steel mills. Obtain additional data from internet.	4:00	900.00
2/15/99	JRP	Investigation	Study documents. Prepare outline of areas to be examined. Meet with A. Singer to discuss project.	3:24	765.00
2/15/99	JRP	Investigation	Revise and expand further areas of examination based on discussion with A. Singer.	2:18	517.50
Subtotal for Start date 2/15/99				9.70	2182.50
2/16/99	JRP	Investigation	Meet with A. Singer in preparation of investigation of plant facilities and steel making operations.	1:30	337.50
2/16/99	JRP	Investigation	Meet with T. Clark, H. Lung, M. Curtis, and J. Cannon.	4:00	900.00
2/16/99	JRP	Investigation	Review primary steel making operations. Meet with D. Nolen, C. Ramnitz, T. Clark.	4:30	1012.50
2/16/99	JRP	Investigation	Examine secondary steel making operations. Review production performance data; human resources; union/management relations. Meet with A. Singer to discuss results of examination of plant facilities and steel making operations.	2:30	562.50
Subtotal for Start date 2/16/99				12.50	2812.50
2/17/99	JRP	Investigation	Meet with A. Singer. Review operating questions for further examination in preparation for requirements of Examiner's report per A. Singer.	1:30	337.50
2/17/99	JRP	Investigation	Meetings at plant with T. Clark, D. Nolen, R. Barazzale, D. Kujala, and D. Paulson.	8:06	1822.50
2/17/99	JRP	Investigation	Review and analysis of observations with above named persons. Meet with J. Cannon, K. Johnsen, D. Wanlass for executive overview of steelmaking at Geneva.	1:12	270.00
2/17/99	JRP	Investigation	Meet with A. Singer to review notes of investigation. Prepare summary report for A. Singer.	1:30	337.50
Subtotal for Start date 2/17/99				12.30	2767.50
2/18/99	JRP	Investigation	Meet with A. Singer to discuss schedule of items to be addressed today.	0:48	180.00
2/18/99	JRP	Investigation	Meet with S. Garcia, W. Harris,	1:06	247.50

Date	Consultant	Activity	Description	Time Spent	Billable
<u>Activity - Investigation</u>					
2/18/99	JRP	Investigation	holders' views to discuss with A. Singer. Continue report to A. Singer on results of examination of plant and steelmaking operations.	5:30	1237.50
2/18/99	JRP	Investigation	Attend court hearings on motions for continuance in Chapter 11 and approval of secured financing.	2:06	472.50
Subtotal for Start date 2/18/99				9.50	2137.50
2/19/99	JRP	Investigation	Meet with A. Singer to assist in edit and final preparation of Examiner's report.  Attend court hearing on testimony of A. Singer. Standby to provide testimony about investigation of steelmaking, if required.	6:24	1440.00
Subtotal for Start date 2/19/99				6.40	1440.00
Subtotal for Activity Investigation				50.40	11340.00
<u>Activity - Report Prep</u>					
2/18/99	JRP	Report Prep	Meet with A. Singer to integrate notes of investigation with those of A.Singer.  Assist A. Singer in preparation of Examiner's report.	5:00	1125.00
Subtotal for Start date 2/18/99				5.00	1125.00
Subtotal for Activity Report Prep				5.00	1125.00
GRAND TOTAL				55.40	12465.00



EXPENSE REPORT								
	James R. Powers					Week ending 2/19/99		
	Sun	Mon	Tue	Wed	Thu	Fri	Sat	Total
Mileage								
Pkg., tolls								
Gasoline								
Auto rent.						167.99		167.99
Taxi								
Tips		4.00				4.00		8.00
Airfare		801.60				205.00		806.60
Trans. Tot.		805.60				376.99		982.59
Lodging		98.75	98.75	98.75	98.75			395.00
Other								
Lodg. Tot.		98.75	98.75	98.75	98.75			395.00
Breakfast								
Lunch		9.75		16.72				26.47
Dinner		8.80	30.52		38.27	11.50		85.09
Meal Tot.		16.55	30.52	16.72	38.27	11.50		111.56
Supplies								
Phone, fax		13.70	8.08	8.08	48.02	23.60		101.48
Other								
Entertain.								
Total		734.60	137.35	123.55	183.04	412.09		1590.63
Purpose of trip:	Geneva Steel Project - G. Osnos & Co.							
Prepared by	<i>J.R.P.</i>		Date					
			<i>Feb 23/99</i>					



BARBARA A. SHANGRAW, United States Trustee  
PETER J. KUHN, Attorney-Advisor (#3820)  
Boston Building, Suite 100  
#9 Exchange Place  
Salt Lake City, Utah 84111-2709  
Telephone: (801)524-5734  
Fax Number: (801)524-5628  
appt/ex.geneva

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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH  
CENTRAL DIVISION

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IN RE: )  
 ) Bankruptcy No. 99-21130 GEC  
GENEVA STEEL COMPANY, )  
a Utah Corporation, )  
 )  
Debtor and Debtor- ) (Chapter 11)  
in-Possession )

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**APPOINTMENT OF CHAPTER 11 EXAMINER**

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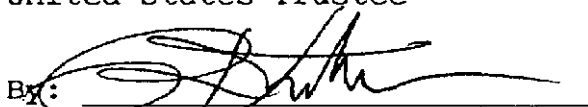
Pursuant to 11 U.S.C. § 1104, the Court ordered the appointment of an examiner in the above-entitled case on the 16th day of February, 1999.

The United States Trustee hereby appoints ALAN M. SINGER as the Chapter 11 Examiner for the present case.

DATED this 17th day of February, 1999.

Respectfully submitted,

BARBARA A. SHANGRAW  
United States Trustee

By:   
PETER J. KUHN  
Attorney for United States Trustee

CERTIFICATE OF MAILING

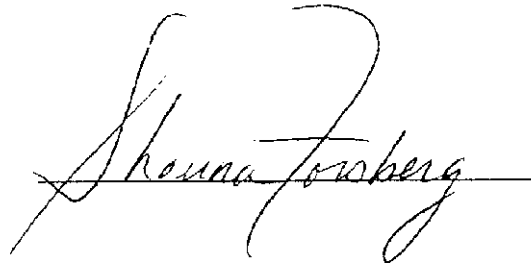
I DO HEREBY CERTIFY that a copy of the foregoing APPLICATION  
FOR ORDER APPROVING APPOINTMENT OF EXAMINER and APPOINTMENT OF  
CHAPTER 11 EXAMINER was mailed, postage prepaid, this *23rd* day  
of *February*, 1999, to the following:

Ralph R. Mabey, Esq.  
Debtor's Counsel  
LeBOEUF, LAMB, GREEN & MacRae, LLP  
136 So. Main Street, Suite 1000  
Salt Lake City, UT 84101

J. Thomas Beckett, Esq.  
PARSONS, BEHLE & LATIMER  
201 So. Main St., Suite 1800  
Salt Lake City, UT 84111

Stephen E. Garcia  
HOPKINS & SUTTER  
Three First National Plaza  
Chicago, IL 60602

Wes Harris, Esq.  
RAY, QUINNEY & NEBEKER  
79 So. Main Street  
Salt Lake City, UT 84145

A handwritten signature in cursive script, appearing to read "Shouna Forsberg", written over a horizontal line.





**R** **FILED**  
FEB 2 1999  
IN THE UNITED STATES DISTRICT COURT  
DISTRICT OF UTAH - CENTRAL DIVISION  
BY: Horn  
DEPUTY CLERK

In re:

GENEVA STEEL COMPANY,

ORDER

Debtor and Debtor-  
in-Possession.

Civil 2:99CV77G

Tax ID #93-0942346

This matter is before the court on United States Trustee's Motion to Appoint Chapter 11 Examiner. Documents in response including certain objections have been filed by Debtor Geneva Steel Company, unsecured creditor Union Pacific Railroad and the United Steelworkers of America AFL-CIO-CLC. A hearing pursuant to notice was held on February 18, 1999.

After due consideration, it is hereby

ORDERED, that the motion of United States Trustee for appointment of an examiner is granted. Given the size of admitted debt, appointment is mandatory under 11 U.S.C. § 1104(c)(2). Accordingly, pursuant to § 1104(c)(2) an examiner shall be appointed to conduct an appropriate investigation of debtor concerning the viability of Geneva Steel Company for reorganization under Chapter 11 of the Bankruptcy Code, and concerning the need and feasibility for secured financing, with

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it is

FURTHER ORDERED, that the examiner shall keep confidential all information and documents which have not been filed with the Securities and Exchange Commission, this court or which is otherwise not available to the general public. The report of the examiner to be filed with the court shall not be subject to the confidentiality order except as may be ordered by the court. The examiner shall not disclose such information or documents to any third party without the written consent of the debtor, upon the request of the examiner or a party in interest, or sua sponte by this court or the bankruptcy court. Such information and documents shall be used solely for the purpose set forth in this order; it is

FURTHER ORDERED, that the examiner shall not have any expanded powers pursuant to Section 1104(c) of the Bankruptcy Code without further order of this court or the bankruptcy court, and the debtor shall continue as debtor in possession subject to further court order; it is

FURTHER ORDERED, that the examiner shall be awarded fees and costs as provided in 11 U.S.C. § 330 and 11 U.S.C. § 503(b)(2); it is

FURTHER ORDERED, that upon filing the aforesaid



ALAN M. SINGER  
OSNOS & Company, Inc.  
230 Park Avenue, Suite 300C  
New York, NY 10169  
Telephone: (212) 713-0929

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IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF UTAH  
CENTRAL DIVISION

---

IN RE	)	CASE NO: 2:99cv 0077G
	)	
GENEVA STEEL COMPANY	)	EXAMINER'S SUMMARY REPORT
	)	
Debtor	)	Chapter 11

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I, Alan M. Singer, the duly appointed Examiner in this Chapter 11 case, do hereby submit this summary report of my findings upon examination of the debtor as follows:

1. On February 16, 1999, upon Order of this Court, the Office of the United States Trustee for the District of Utah, Central Division, appointed me Examiner.
2. This Court's Order of my appointment as Examiner, among other directions, requires me to have conducted an appropriate investigation of the debtor concerning the viability of Geneva Steel Company for reorganization under Chapter 11 of the Bankruptcy Code, and concerning the need and feasibility for secured financing, with duties described in 11 U.S.C. § 1106(a)(3 and 4) limited to an investigation of the acts, conduct, assets, liability and financial condition of the debtor, the operation of the debtor's business and the desirability of the continuance of such business, continuation of the debtor as debtor in possession, and the filing of a statement of the investigation so conducted and the giving of testimony in connection therewith.
3. My examination included:
  - A. An investigation of the events leading to the filing of the debtor's petition for reorganization under Chapter 11 of the Bankruptcy Code; nalysis of the debtor's capabilities for operating the business;

- B. Analysis of the debtor's capabilities for operating the business;
  - C. Examination of the debtor's 1998 Annual Report, Form 10-K and its 1998 proxy statement filed with the Securities and Exchange Commission, including the audited financial statements for the year ended September 30, 1998, its 5-year business plan, its forecast of near-term cash receipts and disbursements, its financing requirements, and sources of financing.
  - D. Examination of transcripts of all proceedings held in the bankruptcy court and the United States District Court prior to my appointment, and attendance at all proceedings since such appointment.
  - E. In-depth interviews of Joseph A. Cannon, chief executive officer; Kenneth E. Johnsen, executive vice president, general counsel and secretary; Dennis L. Wanlass, vice president for finance and treasurer.
  - F. Interviews of the debtor's operating management. Those persons included Timothy Clark, vice president for manufacturing; Henry Lung, assistant plant manager; Michael Curtis, assistant plant manager; Dennis Nolen, director of marketing and distribution; Carl Ramnitz, vice president for human resources; Dale Paulson, director of raw materials purchasing and traffic; Dennis Kujala, local president of the United Steel Workers of America, and Richard A. Brazzale, Division Manager of Mannesman Tubes and Trading who is responsible for sales.
  - G. Examination of the minutes of meetings of the board of directors;
  - H. Examination of publicly available information about the debtor's competitors and the steel industry; the Department of Commerce and the International Trade Commission matters pertaining to unfair imports and pricing by foreign competitors; and published articles about the debtor.
  - I. Brief confirming discussions with principals of two senior note holders, Congress Financial Corporation, The Blackstone Group, Bankers Trust Company, and Arthur D. Little, Inc.
2. To assist me in my investigation, I employed the services of James R. Powers, an expert in the operations of steel manufacturing companies. Mr. Powers, whose activities were under my direction and supervision, were focused on the examination of the debtor's manufacturing capabilities, plant assets, the labor force, marketing, and purchasing. Information resulting from Mr. Power's investigation is incorporated in the finding of this memorandum.

3. Findings:

A. Acts, conduct and operations of the debtor's business:

The debtor owns and operates, in Vineyard, Utah, an integrated steel mill that produces steel plate, sheet, pipe and slab steel used in a variety of industries, including oil and gas, storage, construction, and barge manufacturing.

The debtor sells its products to approximately 250 steel service centers, distributors, and end-users located in 39 states, Canada and Mexico.

The debtor employs 1,570 full-time workers, of whom approximately 310 are salaried and approximately 1,250 are union eligible. Substantially all of the debtor's hourly employees are represented by the United Steelworkers of America under a collective bargaining agreement.

Since acquiring the company, the debtor has spent approximately \$637 million on plant and equipment to modernize, renovate and maintain its production facilities.

The debtor's near and long term business strategies are expected to increase its sales of plate products. They are intended to maximize the utilization of the debtor's production capabilities through operational, capital equipment, marketing and distribution improvements. Reduced employment costs and increased productivity are expected to be achieved through management and employee programs as well as effective incentive plans.

The history of the debtor indicates that the conduct of the debtor's business has been prudently performed at all times.

Nonetheless, the debtor reported losses in some years of its history, including each of the fiscal years ended September 30, 1996, 1997 and 1998. Though earnings before interest, taxes, depreciation and amortization have been substantial, interest payments on senior notes, depreciation, and write downs of impaired assets also have contributed to the report of net losses.

More significantly, those losses were primarily attributable to lower shipments and declining prices resulting from increases of imports into the debtor's markets in those years as well as certain earlier years. Also, extraordinary costs were incurred in 1996 from power failures that affected many industries throughout Utah. In 1997 and 1998, losses also were realized from productivity disruptions resulting from the installation of new equipment.

B. Liability and financial condition:

The debtor's financial losses severely strained its cash flow and liquidity and precipitated the filing of its petition for reorganization. The debtor's line of credit with Citicorp Group has reached its maximum borrowing limits and now owes Citicorp approximately \$73 million, though such loan is oversecured by the debtor's accounts receivable and inventories values.

To alleviate the strain on cash flow, the debtor, in 1998, implemented aggressive cost cutting programs. Administrative costs were reduced 22%, and spending on products and services for operations declined significantly. A business information system, recently installed, is expected to reduce employment costs and result in other significant cost savings.

The debtor entered into a three-year agreement in November 1998 with Mannesmann Pipe and Steel whereby Mannesmann now markets the debtor's products throughout the continental United States with the debtor's sales force. Mannesmann previously marketed the debtor's products in several midwestern states and in other regions of the United States. Mannesmann purchases and pays for the debtor's finished inventory when assigned to a particular order. This arrangement is expected to improve the debtor's liquidity by up to \$25 million when fully implemented during 1999.

To achieve immediate relief of demands for cash the debtor has reduced operations of its blast furnaces and coke ovens. It is optimizing production efficiency by, among other things, reducing shifts, idling certain other equipment and altering production scheduling. These actions will result in future temporary increased costs as orders from customers and production of products increase.

C. Tangible assets:

By North American industry standards and perhaps by worldwide standards, the debtor's physical plant and equipment can be considered superior for the manufacture of plate and sheet commodity products.

According to the report prepared by Arthur D. Little, Inc., the debtor's facilities and operations cause it to be the lowest cost producer of sheet and plate products in North America when measured against its competitors for those products.

The primary manufacturing area, which includes coke ovens, blast furnaces, ladle metallurgy, and continuous caster is considered to be excellent equipment. This area accounts for eighty per cent of the debtor's manufacturing costs (including raw materials purchases).



The secondary manufacturing area, which includes rolling and finishing, is considered to be adequate. It is a bottleneck affecting productivity and quality. This evaluation can be improved to a rating of good upon the completion of modernization improvements that are believed would cost approximately \$50 million at current equipment price levels. Results of such improvements would include significantly reduced operating costs, improved quality, reduction of scrap, and increased throughput.

D. Viability for reorganization:

The debtor's management team, from top to bottom, and its work force have outstanding capabilities to enable the debtor to become a leading manufacturer in its segment of the steel making industry.

A reorganization of the liabilities of the debtor, particularly those involving the senior note holders, will result in a debt structure that will significantly enhance liquidity.

As noted, the debtor already is a low cost producer. Its actions to further reduce costs for the near term and strategically for the long term and its capital improvement program stage the debtor for the capability to perform in the future at levels of profitability that will be attractive to all of its-constituencies. Future potential investors for new additional funds to be required will find the prospective increased profit levels and strong balance sheet to be attractive for their investment decisions.

It is the Examiner's belief that the Congress Financial Corporation proposal to the debtor is reasonable and that it is in line with debtor in possession financing of other companies in Chapter 11.

The debtor needs the proposed debtor in possession financing. Without that financing the debtor will not survive. It already has been demonstrated in the proceedings of this case that the financing is feasible and will enable the debtor to be viable for reorganization. It should be noted that Debtor in possession financing is not a permanent state of affairs. It will be replaced with a new, more desirable loan structure upon implementation of a plan of reorganization.

E. Desirability of the continuance in business by the debtor and continuation of the debtor as debtor in possession:

The debtor is an important industry in the state of Utah. It provides high quality products to its customers. It employs a significant number of men and women in the community. Its operations account for many additional employees of its vendors and service suppliers. It is a responsible member of the community meeting its obligations for compliance with laws and regulations. Its future performance will infuse large payments of taxes to Federal, state, and local taxing authorities.

The loss of the business of the debtor would have a major negative impact on the community, its employees, vendors, and customers.

It is desirable that the debtor continue in business. It should therefore continue as a debtor in possession to develop and implement a plan of reorganization. The debtor can achieve an acceptable plan of reorganization in a short period.


It is the Examiner's expectation that the debtor will be a stronger company as the result of its organization than it has been since its inception,

It is noted by the Examiner that the debtor has reached out for the most competent, reputable advisors in the country to provide expert guidance pertaining to operations improvements, financing, and this Chapter 11 proceeding.

Virtually all of the debtor's constituencies support the debtor in its efforts to be allowed debtor in possession financing in the Chapter 11 proceeding. Similarly competent and reputable advisors have guided those constituencies.

The Examiner's own experience and judgment affirm that the proposed financing by Congress Financial Corporation is one that should be approved by this Court.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Alan M. Singer", with a long horizontal flourish extending to the right.

Alan M. Singer



## ALAN M. SINGER

Alan M. Singer, corporate turnaround management consultant, serves business organizations, lending institutions, government agencies, private investment firms, and individual clients throughout the United States.

Mr. Singer entered the field of turnaround management in 1971 after more than fourteen years of experience in senior management and corporate finance. He has served as president and Chapter 11 Trustee with chief executive responsibilities for scores of companies engaged in a broad spectrum of products and services. In these assignments he has implemented corporate acquisitions, mergers, divestitures, national and international joint ventures, financings, refinancings, and strategic planning activities.

The companies he has managed and assisted include industrial, commercial, and consumer products manufacturers, fabricators and distributors; computer, communications and photovoltaic equipment developers and manufacturers; computer software developers and producers; subcontractors engaged national defense projects; pollution control, waste disposal and landfill operators; ferrous and non-ferrous foundry manufacturers; wholesale distributors of commercial, medical and consumer products; retailers; service industries; and financial organizations. He has provided counsel to government agencies on industrial revenue project loans and has served as an advisor to the Department of Defense Supply Agency for a study to improve its congressional appropriations information monitoring system.

Among his clients have been: Alliance Precision Plastics Corporation, a \$20 million designer and manufacturer of plastic component parts tools and a producer of component plastic parts and assemblies for worldwide electronic, medical, and industrial producers; J&I Disposal, Inc., a \$100 million landfill operator and waste removal processor; Falconer Glass Industries, a \$100 million fabricator of industrial and architectural glass products; W&F Products Corporation, a \$12 million manufacturer of wax consumer products and confections; Milward Alloys, Inc, a \$25 million manufacturer and distributor of non-ferrous alloys; The Sterlingworth Corporation, a \$10 million manufacturer of fine hardwood residential furniture; Van Huffle Tube Corporation, a \$50 million manufacturer of steel tubing; Wilbar Castings, Inc., a \$35 million refiner and producer of gold products; Niagara Candy Corporation, a \$25 million chocolate candies maker and subcontractor for major chocolate candy manufacturers; the Octogon Corporation, a \$20 million manufacturer of coiled metal products processing equipment; Farrier Industries, Inc., a \$15 million manufacturer of industrial dry paint spraying equipment; Cable Channels, Inc., an early producer of video programs for the cable TV industry. Mr. Singer has served as principal advisor to the New York Job Development Authority, the Erie County (NY) Industrial Development Agency, the Chautauqua County (NY) Industrial Development Agency and the City of Jamestown, NY where he provided counsel on under-performing loans to numerous industrial enterprises.

From 1965 until 1971, Mr. Singer was senior financial officer and treasurer at Graphic Controls Corporation in Buffalo, NY, now a \$170 million manufacturer of industrial and scientific recording charts used with electronic recording instruments and disposable medical products for hospitals and physicians. Prior to joining Graphic Controls in 1965, he was an associate at H. Heaton & Co., Certified Public Accountants in New York City.

Mr. Singer has been a Certified Management Consultant of the Institute of Management Consultants, a founding member of the Turnaround Management Association, a member of the American Bankruptcy Institute, and member of the New York State Economic Development Council. He served for four years as a member of the Governor's Advisory Council on New York Business Regulatory Matters, the Board of Directors of the National Investor Relations Institute of which he was a founder, and the National Furniture Manufacturers Association. He has been a member of the Financial Executives Institute, Tax Executives Institute, American Management Association, and the Business Council of New York.

Mr. Singer has presented seminars on "Leading Your Company through Recessionary Times" and "Turnaround of the Family Business." He has been a guest speaker at business organizations and Bar Association meetings, and a guest lecturer at the State University of New York at Buffalo School of Law and the State University College at Buffalo School of Business Studies.

Mr. Singer obtained his B.B.A. Degree in Corporate Finance and Management from the University of Oklahoma.



**JAMES R. POWERS**

5882 Brookline Place  
San Luis Obispo, CA 93401  
(805) 786-0411

**BUSINESS EXPERIENCE**

**BAR TECHNOLOGIES, INC.**

October 1994 to September, 1996

Johnstown, PA

**POSITION: *President and CEO***

Bar Technologies, Inc. was formed as BRW Steel Corporation in 1994 to purchase and restart the former bar, rod and wire division of Bethlehem Steel. It was the responsibility of the President and CEO to put together a management team and formulate a business plan. The plan necessitated the installation of a multi-million dollar continuous caster which was commissioned successfully in August, 1996. A majority position in the company was sold in April of 1996.

**SYDNEY STEEL CORPORATION**

August, 1991 to December, 1993

Sydney, Nova Scotia, Canada

**POSITION: *President and CEO***

Sydney Steel employs approximately 700 people to manufacture and market high quality railroad products world wide. Shipments for the fiscal year ended March 31, 1994 were planned to be 233,000 tons with a sales value of \$120 million Canadian.

The mandate of the new President and CEO was to expedite the startup of a "state of the art" modernized facility. This included training of an inexperienced management team, improving human relations at all levels, expanding both the marketplace and product lines with progress as follows:

<b>Year</b>	<b><u>Sales</u> (thousands)</b>	<b><u>Operating Profit/(Loss)</u> (thousands)</b>	<b><u>Shipments</u> (tons)</b>
F '94 (Plan)	\$120,000	\$ 4,000	233,000
F '93	71,000	(5,000)	150,000
F '92	60,000	(26,000)	131,000
F '91	24,000	(36,000)	122,000

The company was on plan as of December 31, 1993.

Page #2  
James R. Powers

**SEATTLE STEEL, INC.**  
**Seattle, WA**

August, 1986 to May, 1991

**POSITION: *President and COO***

Seattle Steel employed approximately 500 people to manufacture and market carbon and low-alloy grade bar and plate products. Shipments for 1990 were 386,000 tons with a sales value of \$124 million US

A capable unified management team was developed to achieve the following results:

<b>Year</b>	<b><u>Sales</u> (thousands)</b>	<b><u>Operating Profit/(Loss)</u> (thousands)</b>	<b><u>Shipments</u> (tons)</b>
1990	\$124,000	\$10,800	386,000
1989	130,000	10,600	380,000
1988	113,000	8,700	320,000
1987	87,000	2,500	284,000
1986	76,000	(5,000)	223,000

The above progress was accomplished with a minimum of capital investment. Seattle Steel was sold in the spring of 1991

**HAMILTON SPECIALTY BAR DIVISION SLATER STEEL, INC.** July, 1980 to July, 1986  
**Hamilton, Ontario**

**POSITION: *President***

The Hamilton Specialty Bar Division of Slater Industries, Inc. is a mini-mill located in Hamilton, Ontario. It employs approximately 700 people to ship 250,000 tons of SBQ and low-alloy bar products with a sales value of approximately \$100 million Can. The writer moved the product offering from 50% SBQ to 90% SBQ during his tenure. Productivity improvements, cost reductions, and market upgrades were continuous. This division of Slater Steel remained profitable in each and every year through the difficult early 1980's.

**ATLAS STEEL COMPANY**  
**Welland, Ontario**  
**POSITION: *Plant Manager***

April, 1980 to July, 1980

Page #3

**James R. Powers**

**ATLAS STEEL COMPANY**

April, 1976 to April, 1980

Tracy, Quebec

**POSITION: *Works Manager***

Working closely with a talented management team, spearheaded a movement which resulted in a profit in 1978 in excess of \$10 million compared to a \$3.5 million loss in 1976. This dramatic turnaround resulted from a significant reduction in operating costs through improved productivity, improved yield, better use of raw materials, and reduced quality loss. This modern and highly automated stainless flat rolled mill has continued to make exceptional profits since this time

**ATLAS STEEL COMPANY**

October, 1975 to April, 1976

Tracy, Quebec

**POSITION: *Coordinator of a Special Task Force***

**ATLAS STEEL COMPANY**

May, 1960 to October, 1975

Welland, Ontario

**POSITION: *Superintendent-Blooming and Bar Mills***  
***Superintendent-Conditioning Department***  
***General Foreman-Pouring Pit, Melting Department***  
***General Foreman-Heat Treat and Anneal Department***  
***Office Manager-Cold Finishing Department***  
***Shift Foreman-Cold Finishing Department***  
***Technical Trainee-Cold Finishing Department***

**EDUCATION**

Degree in Honours Business Administration, Western Business School, The University of Western Ontario, graduating in the spring of 1960 in the top one-third of the class.