

12/6/02

United States Courts
Southern District of Texas
FILED

NO

AUG 30 2002

Michael N. Milby, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In Re: § Jointly Administered Case
Metals USA, Inc., et al., § No. 01-42530-H4-11
§
§ Case Nos. 01-42530-H4-11
§ through 01-42574-H4-11
§
DEBTORS § Chapter 11

**SECOND INTERIM APPLICATION FOR ALLOWANCE OF
FEES RENDERED BY PRICEWATERHOUSECOOPERS LLP AS
RESTRUCTURE ADVISORS TO DEBTORS
FROM APRIL 1, 2002 THROUGH JULY 31, 2002**

TO THE HONORABLE WILLIAM GREENDYKE:

Comes now PricewaterhouseCoopers LLP ("Applicant"), Restructure Advisors for Metals USA, Inc. (the "Debtors"), and files this its Second Interim Application for Allowance of Fees Rendered by Restructure Advisors for the Debtors ("Application"). This Application covers services rendered on behalf of the Debtors from April 1, 2002 through July 31, 2002. Applicant seeks professional fees and expenses in the amounts of \$726,445.00 and \$17,756.89, respectively. In accordance with the Order Granting Debtors' Motion to Establish Procedures for Interim Compensation Professionals, Applicant has been paid \$459,953.33. After accounting for fees and expenses collected to date, the amount outstanding from this Fee Application, less any payments made in accordance with this Compensation Order, is \$147,064.68.

I. BACKGROUND

(1) On November 14, 2001, the Debtors filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas.

(2) The Applicant has filed an Application with the United States Bankruptcy Court for the Southern District of Texas authorizing the Debtor's retention of Applicant, whereby indicating the following:

- the Applicant seeks to perform financial advisory services for the Debtors in this Chapter 11 case;
- the Debtors understand the Applicant has a wealth of experience in providing accounting, tax and financial advisory services in restructurings and reorganizations;
- the Applicant was engaged on October 15, 2001 to provide financial expertise in order to assist with a refinancing and aid with the reorganization of the Debtor's business;
- and that the employment of the Applicant as Restructure Advisors to the Debtors is necessary to enable the Debtors to maximize the value of the Debtor's estates and to reorganize successfully.

A copy of that filed Application is attached hereto and incorporated herein by all references as **Exhibit "A"**.

(3) The Applicant's Application authorizes the Debtor's retention of Applicant to perform the following services on behalf of the Debtors:

- to assist the Debtors in the preparation of financial related disclosures required by the Court, including the Schedules of Assets and Liabilities, the Statement of Financial Affairs and Monthly Operating Reports;
- to assist the Debtors with information and analyses required pursuant to the Debtors' Debtor-In-Possession ("DIP") financing;
- to assist with the identification and implementation of short-term cash management procedures;
- advisory assistance in connection with the development and implementation of key employee retention and other critical employee benefit programs;
- to assist and advise the Debtors with respect to the identification of core business assets and the disposition of assets or liquidation on unprofitable operations;

- to assist with the identification of executory contracts and leases and performance of cost/benefit evaluations with respect to the affirmation or rejection of each;
- to assist regarding the valuation of the present level of operations and identification of areas of potential cost savings, including overhead and operating expense reductions and efficiency improvements;
- assist in the preparation of financial information for distribution to creditors and others;
- attendance at meetings and assist in discussions with potential investors, banks and other secured lenders, the Creditors' Committee, the U.S. Trustee, other parties in interest and professionals hired by the same, as requested;
- Analysis of creditor claims by type, entity and individual claim;
- Assist in the preparation of information and analysis necessary for the confirmation of a Plan of Reorganization of this chapter 11 case;
- Assist in the evaluation and analysis of avoidance actions, including fraudulent conveyances and preferential transfers;
- Litigation advisory services with respect to accounting and tax matters, along with expert witness testimony on case related issues as required by the Debtors; and
- Render such other general business consulting or such other assistance as Debtors' management or counsel may deem necessary that are not duplicative of services provided by other professionals in this proceeding.

(4) On December 11, 2001, an order was approved Granting Debtors' Motion to Establish Procedures for Interim Compensation of Professionals. A copy of that is attached hereto and incorporated herein by all references as **Exhibit "B"**.

(5) This is Applicant's Second Interim Application for Restructure Advisory fees and reimbursement of expenses. Applicant maintains regular records of time and disbursements for services rendered to the Debtors, and has continued to do so from the effective date of the Order.

- (6) **Exhibit "C"**, attached hereto and incorporated herein, reflects a summary of total fees resulting from services rendered during the Second Interim Application Period for the period of April 1, 2002 through July 31, 2002, by Applicant professional and their hourly rates. **Exhibit "C"** also presents a summary reflecting total fees by project code (as hereinafter described), by Applicant professional and their hourly rates. **Exhibit "C"** presents a complete accounting by professional, of the date the services were rendered, the time expended, and a description of the nature of the services rendered. All entries itemized in **Exhibit "C"** are categorized by project codes as hereinafter described. The total number of hours expended by professionals employed by the Applicant in connection with its role as Restructure advisors to the Debtors during the Second Interim Application for the period of April 1, 2002 through July 31, 2002 was 2,277.3 hours.
- (7) A summary of expenses by category, as well as a complete accounting of the date the expenses were incurred, the amount incurred, and a description of the nature of the expenses are attached hereto as **Exhibits "D" and "E"**, respectively. Applicant has incurred expenses in connection with its role as restructure advisors to the Debtors in the total amount of \$17,756.89 for the period of April 1, 2002 through July 31, 2002. These expenses include certain amounts for travel and lodging related to work performed at the Debtors' premises, meetings, and expenses related to out of pocket costs.

II. SERVICES NOT COVERED BY THE SECOND INTERIM FEE APPLICATION

Applicant has performed twelve (12) major tasks as Restructure Advisors to the Debtors for the period of April 1, 2002 through July 31, 2002.

The following is a breakdown of the various tasks performed during the period of April 1, 2002 through July 31, 2002, and the hours and fees applicable to such tasks.

TASK CODE**TOTAL FEES**

B110 Case Administration	\$49,617.50
B130 Asset Disposition	\$225,292.50
B150 Meetings of and Communications with Creditors	\$61,437.50
B160 Fee/Employment Applications	\$8,207.50
B195 Non-Working Travel Time	\$20,850.00
B210 Business Operations	\$42,470.00
B220 Employee Benefits/Pensions	\$15,887.50
B230 Financing/Cash Collections	\$219,915.00
B240 Tax Issues	\$2,642.50
B260 Board of Directors Matters	\$16,662.50
B310 Claims Administration and Objections	\$14,037.50
B320 Plan and Disclosure Statement	<u>\$49,425.00</u>
	<u>\$726,445.00</u>

B110 Case Administration**Fees: \$49,617.50**

Coordination and compliance matter, including:

- Planning for and assistance with the preparation of statement of financial affairs and meetings regarding the same;
- Planning for and assistance with the preparation of schedules of Assets and Liabilities and meetings regarding the same;
- Planning for and assistance in the preparation of the MOR;
- Meetings and discussion with United States Trustee regarding case administration matters and initial debtor conferences;
- Meetings and discussions regarding the retention of claims agent;

- Meetings and discussions with claims agent regarding creditor matrix, service list, claims reconciliation and other case administration matters; and
- General creditor inquiries.

B130 Asset Disposition

Fees: \$225,292.50

This category encompasses:

- Review of locations' financial performance for identifying assets to be divested;
- Meetings and discussions related to the divestiture plan;
- Forecasting on location by location basis to assist with decisions on assets to divest;
- Preparation of offering memorandums for each asset divestiture;
- Preparation of schedules to track the progress of divestitures announced; and
- Preparation of analysis on purchase and sale agreements and offers received on assets that had been placed for sale.

B150 Meetings of and Communications with Creditors

Fees: \$61,437.50

This category encompasses preparation for and attending:

- The creditor committee selection meeting(s);
- Meetings and presentations to the creditors committee or its advisors; and
- Other meetings and presentations to the Bank group and its advisors.

B160 Fee/Employment Applications

Fees: \$8,207.50

This category encompasses the preparation of employment and fee applications for self or others; and motions to establish interim procedures.

B195 Non-Working Travel Time

Fees: \$20,850.00

- Includes flight time.

B210 Business Operations

Fees: \$42,470.00

This category encompasses:

- Development of workplans for case management;
- Development of communication plan for employees, vendors and other constituents; and
- Other bankruptcy operating issues.

B220 Employee Benefits/Pensions

Fees: \$15,887.50

This category encompasses the review of issues such as severance, retention, 401K coverage and continuance of pension plan.

B230 Financing/Cash Collections

Fees: \$219,915.00

This category encompasses:

- Preparation of exhibits for cash collateral hearings;
- Analysis related to cash collateral negotiations;
- Compilation of information for bank experts related to cash collateral hearings;
- Negotiation related to DIP loan;
- Preparation of cash flow for cash collateral and DIP loan;
- Comparing Budget to actual related to forecasting and revising the forecasts;
- Preparation of various schedules supporting the cash forecasts; and
- Attendance at depositions and court hearing related to cash collateral and DIP hearings.

B240 Tax Issues

Fees: \$2,642.50

This category encompasses the analysis and advice regarding tax-related issues, including the preservation of net operating loss carry forwards.

B260 Board of Directors Matters

Fees: \$16,662.50

This category encompasses the following:

- Preparation of materials for and attendance at Board of Directors meetings;
- Analysis and advice regarding corporate governance issues; and
- Review and preparation of corporate documents (e.g., Articles, Bylaws, employment agreements, compensation plans, etc.)

B310 Claims Administration and Objections

Fees: \$14,037.50

This category encompasses the following:

- Specific claim inquiries;
- Bar date motions;
- Analyses;
- Objections; and
- Allowances of claims.

B320 Plan and Disclosure Statement

Fees: \$49,425.00

This category encompasses the following:

- Formulation, presentation and confirmation;

- Compliance with the plan conformation order, related orders and rules;
- Preparation of liquidation analysis and supporting exhibits;
- Preparation of enterprise valuation analysis and supporting schedules;
- Disbursement and case-closing activities, except those related to the allowance and objections to allowance of claims.

III. STANDARDS OF FIRST COLONIAL

This application is submitted under the standards set forth in In Re: First Colonial Corp. of America, 544 F.2d 1291 (5th Cir.), cert. den., 431 U.S. 904 (1977). These standards are:

A. The time and labor required.

As reflected in **Exhibit "C"**, Applicant's personnel spent an aggregate of 2,277.3 hours on the case between April 1, 2002 through July 31, 2002.

B. The novelty and difficulty of the questions presented in the case.

The procedures performed by Applicant in this case require a specialization in restructuring techniques, accounting and auditing.

C. The skill requisite to perform the accounting services properly.

To meet the assigned tasks, Applicant was required to demonstrate a high degree of skill and professional competence as reflected by the results obtained.

D. Preclusion of other employment due to acceptance of the case.

The time demands of retention by the Debtors have necessarily diverted resources of the Applicant from existing clients and new matters which Applicant might otherwise have taken.

E. Customary charges for services rendered.

The hourly rate for which compensation is requested is set forth by each professional employed in this case by Applicant and as set forth in **Exhibit "C"**. The fees charged in this case are the customary and usual fees charged by Applicant and by similar firms in this geographical area for the services rendered by the professionals involved.

F. Time limitations imposed by the case.

Applicant has assisted the Debtors with consulting and advisory services as the Applicant and Debtors deemed appropriate and feasible. The Applicant believes that it has successfully managed the time limitation imposed by this Chapter 11 case within the Second Interim Application period.

G. The results obtained.

The results obtained are detailed by task code as individually presented in this document.

H. The experience, reputation and ability of Applicant.

It is firmly believed that Applicant has a wealth of experience in providing accounting, tax and financial advisory services in restructurings and reorganizations and enjoys an excellent reputation for services it has rendered in large and complex chapter 11 cases on behalf of debtors and creditors throughout the United States.

I. Undesirability of the case.

Applicant believes that this case is not undesirable.

J. Nature and length of professional relationship with client.

On October 15, 2001, Applicant was engaged to provide financial expertise in order to assist with a refinancing and aid with the reorganization of the Debtors' business.

K. Awards in similar cases.

Applicant believes that the Court is aware of awards in cases of a similar nature and that the amount sought herein is reasonable.

IV. PREPARATION OF FEE APPLICATION

The First Colonial case and other similar holdings have required the preparation of detailed applications for compensation. This Circuit has allowed compensation for the preparation of the Application. The time spent in preparation of the Second and Interim Application has been set forth in this Application for Allowance of Fees Rendered by Restructure Advisors for the Debtors.

WHEREFORE, PREMISES CONSIDERED, Applicant prays that after such notice and hearing as is required, the Court enter an order

- (1) Awarding interim compensation to Applicant in the outstanding amount of \$145,289.00 and \$1,775.68 for fees and expenses respectively with respect to services rendered from April 1, 2002 through July 31, 2002; and
- (2) Directing the Debtors to pay the Applicant the total amount allowed; and
- (3) Granting Applicant such other and further relief, both at law and in equity, as is just.

Respectfully submitted this 29th day of August, 2002.

concluded on next page

PricewaterhouseCoopers LLP

By:



Len B. Blackwell
2001 Ross Avenue, Suite 1800
Dallas, Texas 75201-2997
(214) 756-1823 Telephone
(214) 754-7921 Facsimile

RESTRUCTURE ADVISORS TO THE DEBTORS

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

United States Courts
Southern District of Texas
FILED

NC
AUG 30 2002

Michael N. Milby, Clerk

In Re: § Jointly Administered Case
Metals USA, Inc., *et al.*, § No. 01-42530-H4-11
§
§ Case Nos. 01-42530-H4-11
§ through 01-42574-H4-11
§
DEBTORS § Chapter 11

**ORDER APPROVING SECOND INTERIM APPLICATION FOR ALLOWANCE OF
FEES RENDERED BY PRICEWATERHOUSECOOPERS LLP
AS RESTRUCTURE ADVISORS TO THE DEBTORS FROM
APRIL 1, 2002 THROUGH JULY 31, 2002**

Came on for consideration in the above-captioned proceedings the Second Interim Application for Allowance of Fees Rendered By PricewaterhouseCoopers LLP ("Applicant"), as Restructure Advisors to the Debtors, for award of compensation for its professional services rendered from April 1, 2002 through July 31, 2002. The Court finds that this Notice of Filing of the Application was properly given to the Debtors. The Court considers the time and labor required, the novelty and difficulty of the questions presented, the skill requisite to perform the financial advisory services properly, the preclusion of other employment due to acceptance of this case, the customary fees charged, the time limitations imposed by the case, the results obtained, the experience and reputation of Applicant, the nature and length of professional relationship with the client and awards in similar cases. Considering such elements, the Court finds that the compensation requested is reasonable. It is therefore, ORDERED, that the amount outstanding of professional fees and expenses of the Applicant, in the amount of \$726,445.00 and 17,756.89, respectively, less any payments made in accordance with the Order Granting Debtors' Motion to Establish Procedures for Interim Compensation of Professionals, for the period April 1, 2002 through July 31, 2002, are hereby approved and allowed; and it is further

ordered that the Debtors is hereby authorized and instructed to immediately pay the Applicant the total amount of fees and expenses approved and allowed.

DATED: Houston, Texas
August ____, 2002

HONORABLE WILLIAM GREENDYKE
UNITED STATES BANKRUPTCY JUDGE

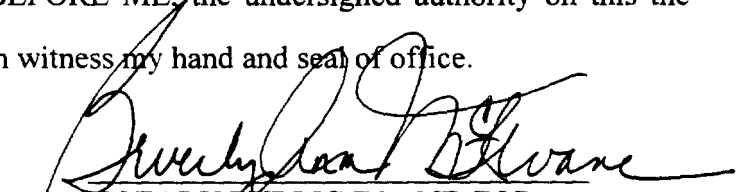
AFFIDAVIT §
STATE OF TEXAS §
COUNTY OF HARRIS §

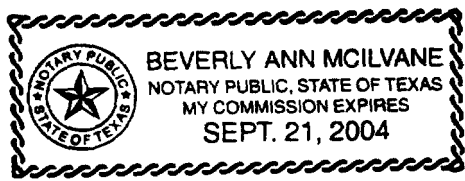
Before me, the undersigned authority on this day personally appeared Len B. Blackwell, signatory to the above and foregoing Second Interim Application for Allowance of Fees and Reimbursement of Expenses Rendered by PricewaterhouseCoopers LLP as Restructure Advisors for the Debtors, who after being by me duly sworn, upon his oath stated:

"I am one of the professionals in charge of this case for the Debtors. I have read the above and foregoing Second Interim Application for Allowance of Fees Rendered by PricewaterhouseCoopers LLP ("Applicant"), as Restructure Advisors to the Debtors and Reimbursement of Expenses. All entries contained therein and on the Exhibits appended thereto are true and correct to my own personal knowledge. All the matters set forth in the Affidavit attached to the Application of the Debtors to employ PricewaterhouseCoopers LLP as Restructure Advisors, previously filed herein and allowed by this Court, remain true and correct as to the date of this Application."


Len B. Blackwell

SUBSCRIBED AND SWORN TO BEFORE ME, the undersigned authority on this the 29th day of August, 2002 certify which witness my hand and seal of office.


NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS



**U
N** AUG 30 2002

Michael N. Milby, Clerk

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In Re: § Jointly Administered Case
Metals USA, Inc., et al., § No. 01-42530-H4-11
§
§ Case Nos. 01-42530-H4-11
§ through 01-42574-H4-11
§
DEBTORS § Chapter 11

NOTICE OF HEARING ON THE SECOND INTERIM FEE APPLICATION FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES BY PRICEWATERHOUSECOOPERS LLP AS RESTRUCTURE ADVISORS TO DEBTORS

NOTICE UNDER BANKRUPTCY LOCAL RULE 9013(b)

IF YOU WANT A HEARING, YOU MUST REQUEST ONE IN WRITING, AND YOU MUST RESPOND SPECIFICALLY TO EACH PARAGRAPH OF THIS PLEADING. YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN TWENTY DAYS FROM THE DATE YOU WERE SERVED AND GIVE A COPY TO THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT RELIEF.

IF A PARTY REQUESTS EMERGENCY CONSIDERATION, THE COURT MAY ACT EXPEDITIOUSLY ON THE MATTER. IF THE COURT ALLOWS A SHORTER RESPONSE TIME THAN TWENTY DAYS, YOU MUST RESPOND WITHIN THIS TIME. IF THE COURT SETS AN EMERGENCY HEARING BEFORE THE RESPONSE TIME WILL EXPIRE, ONLY ATTENDANCE AT THE HEARING IS NECESSARY TO PRESERVE YOUR RIGHTS. IF AN EMERGENCY HEARING IS NOT SET, YOU MUST RESPOND BEFORE THE RESPONSE TIME EXPIRES.

PLEASE TAKE NOTICE, that the Court has not yet scheduled a hearing on the Second Interim Fee Application For Allowance of Compensation and Reimbursement of Expenses By PricewaterhouseCoopers LLP, as Restructure Advisors for Debtors, seeking allowance of \$726,445.00 in professional fees and \$17,756.89 in out-of-pocket expenses for a total request in the amount of \$744,201.89 for the period from the Petition Date, April 1, 2002, to July 31, 2002. In accordance with the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, Applicant has been paid \$459,953.33. After accounting for fees and expenses collected to date, less any payments made in accordance with the Compensation Order, the amount outstanding from this Fee Application is \$147,064.68.

Dated this 29th day of August, 2002.

PRICEWATERHOUSECOOPERS, LLP

By: 

Len B. Blackwell
2001 Ross Avenue, Suite 1800
Dallas, Texas 75201-2997
(214) 756-1823 Telephone
(214) 754-7921 Facsimile

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In Re:

Metals USA, Inc., *et al.*,

DEBTORS

§ Jointly Administered Case
§ No. 01-42530-H4-11
§
§ Case Nos. 01-42530-H4-11
§ through 01-42574-H4-11
§
§ Chapter 11

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing instrument was forwarded to the Debtors, counsel for the Debtors, United States Trustee, and the Official Committee of Unsecured Bondholders and Creditors, and the persons or institutions listed on the attached service list, by either hand delivery or U.S. mail, first class, postage prepaid, as indicated on the attached service list.

By: _____

Len B. Blackwell
2001 Ross Avenue, Suite 1800
Dallas, Texas 75201-2997
(214) 756-1823 Telephone
(214) 754-7921 Facsimile

METALS USA, INC., et al.

MASTER SERVICE LIST
(as of April 24, 2002)

DEBTORS

John A. Hageman
Metals USA, Inc.
Three Riverway, Suite 600
Houston, TX 77056
Fax: 713-965-0544

DEBTORS' ATTORNEYS

Zack A. Clement
Johnathan C. Bolton
Fulbright & Jaworski, LLP
1301 McKinney, Suite 4100
Houston, TX 77010-3095
Fax: 713-651-5246

DEBTORS' RESTRUCTURE ADVISORS

Len B. Blackwell
PricewaterhouseCoopers L.L.P.
2001 Ross Avenue, Suite 1800
Dallas, Texas 75201-2997
Fax: (214) 754-7921

UNITED STATES TRUSTEE

Nancy L. Holley
Office of the US Trustee
515 Rusk, Suite 3615
Houston, TX 77002
Fax: 713-718-4670

**OFFICIAL COMMITTEE OF UNSECURED
BONDHOLDERS AND CREDITORS**

S. Margie Venus
Akin, Gump, Strauss, Hauer & Feld, LLP
711 Louisiana, Suite 3200
Houston, TX 77002
Fax: 713-220-2346

Lisa G. Beckerman
Akin, Gump, Strauss, Hauer & Feld L.L.P.
590 Madison Avenue
New York, NY 10022
Fax: 212-872-8162

COUNSEL FOR THE BANK GROUP

Michael R. Faruquhar
D. Wade Carvell
Winstead Sechrest & Minick P.C.
Renaissance Tower, 1201 Elm Street
Dallas, Texas 75270-2199
Fax: 214-745-5390

**INDENTURE TRUSTEE FOR DEBTORS'
PUBLIC BONDS**

Gary Bush, Vice President
Bank of New York
5 Penn Plaza, 13th Floor
New York, NY 10001
Fax: 212-328-2940

**20 LARGEST UNSECURED CREDITORS OF
METALS USA, INC.**

National Steel Corp Aff
Attn: Mr. Brian C. Brown
4100 Edison Lakes Parkway
Mishawaka, IN 46545
Fax: 219-273-7493

AK Steel Corporation
Attn: Mr. J.N. (Sonny) Bach
703 Curtis Street
Middletown, OH 45045
Fax: 513-425-5958

Steel Dynamics Inc
Attn: Mr. Tom Yoder
PO Box 2263
Fort Wayne, IN 46801-2263
Fax: 219-423-8920

Weirton Steel Corp
Attn: Mr. John H. Walker
400 Three Springs
Weirton, WV 26062-4989
Fax: 304-797-2898

U S Steel Corp
Attn: Mr. Thomas E. Mihelcic
2021 Spring Rd Ste 700
Oak Brook, IL 60523
Fax: 630-990-5278
Bethlehem Steel

Attn: Mr. Robert Dietrich
Collections Manager
1170 Eighth Avenue
Bethlehem, PA 18016-7699
Fax: 610-694-3287

TXI Chaparral Steel Company
Attn: Mr. Rudy Urban
300 Ward Road
Midlothian, TX 76065
Fax: 972-775-3627

Usinor Steel Corp
Attn: Mr. Alain Le Grix
345 Hudson Street
New York, NY 10014
Fax: 917-305-4892

Mexinox USA
Attn: Mr. Steve Wasil
2275 Halfday Road #127,
Bannockburn, IL 60015-1201
Fax: 847-317-1404

Ipsco Steel
Attn: Mr. John Tulloch
Lockbox 99358
Chicago, IL 60693
Fax: 630-810-4601

Chaparral Steel Co.
Attn: Mr. Glen Alexander
P.O. Box 840547
Dallas, TX 75284-0547

Ormet Aluminum
Attn: Mr. Rich Caruso
1233 Main Street, Suite 4000
Wheeling, West Virginia 26003
Fax: 304-234-3929

Nucor Steel -Hickman
Attn: Mr. Dave Chase
PO Box 30
Armored, AR 72310
Fax: 870-762-2108

Nucor-Yamato Steel Co.
Attn: Mr. R. Joseph Stratman
Po Box 101418
Atlanta, GA 30392
Fax: 870-762-1130

Mitsui & Co. (USA), Inc.
Steel & Coal Division
25 Century Blvd., Suite 310
Nashville, TN 37214-3601
Fax: 615-885-5323

Macsteel Inc./Asoma 6
Attn: Mr. Don Zajicek
1800 Bering Drive, Suite 480
Houston, TX 77057
Fax: 713-877-8662

Ameristeel
Attn: Mr. Jim Franks
P.O. Box 31328
Tampa, FL 33631
Fax: 800-628-9931

U.S. ATTORNEY'S OFFICE

United States Attorney's Office
Attn: Keith Wyatt
P. O. Box 61129
Houston, TX 77208
Fax: 713-718-3303

SECURITIES AND EXCHANGE COMMISSION

Securities & Exchange Commission
Attn: George Vasios/Bankruptcy Section
500 West Madison, Suite 1400
Chicago, IL 60661-2511
Fax: 312-353-7398

INTERNAL REVENUE SERVICE

Internal Revenue Service
Special Procedures Staff
STOP 5022-HOU
1919 Smith Street
Houston, TX 77052-5557
Fax: 713-209-3891

40 LARGEST AGGREGATE UNSECURED CREDITORS OF DEBTORS

Commonwealth Aluminum Corp.
Dept Ch 10527
Palatine, IL 60055

Nucor Steel Corporation
Attn: Mr. Jim Frias
2100 Rexford Road
Charlotte, NC 28211
Fax: 704-362-4208

Ipsco Steel Inc
1770 Bill Sharp Blvd
Muscatine, IA 52761

Dongkuk International, Inc.
460 Bergen Blvd.
Palasades Park, NJ 07650

Ameristeel
P O Box 31328
Tampa, FL 33631

Steelscape Inc
Dept 4005
Los Angeles, CA 90096-4005

PMX Industries, Inc.
5300 Willow Creek Drive S.W.
Cedar Rapids, IA 52404-4303

Nucor Steel -Indiana
Rr 2 Box 311 Intersection 400 E & 400 S
Crawfordville, IN 47933-9450

The Techs
Attn: Pete Stringi- Managing Partner
2400 2nd Avenue
Pittsburgh, PA 15219

Nucor Steel
P. O. Box 2259
Mt. Pleasant, SC 29465-2259

Commonwealth Aluminum
P.O. Box 480
Lewisport, KY 42351

Alcoa Engineered Products
Alumax Mill Products
Attn: Mike Fry
4855 Peachtree Industrial Blvd, Suite 245
Norcross, GA 30092
Fax: 770-582-7325

Mitsui & Co. (USA), Inc.
Steel & Coal Division
25 Century Blvd., Suite 310
Nashville, TN 37214-3601
Fax: (615) 885-5323

Oxbow Carbon & Minerals Inc
Box 550131
Tampa, FL 33655-0131

Geneva Steel
P.O. Box 2500
Provo, UT 84603

Seco Steel (TX)
13302 Spring Hollow Drive
Tomball, TX 77375

Mitsubishi International Steel Corp
7245 Algonquin Dr
Cincinnati, OH 45243

Maverick Tube Corp
P.O. Box 95442
Chicago, IL 60694-5442

Citisteel USA Inc
4001 Philadelphia Pike
Claymont, DE 19703

Hanna Steel Corporation
P O Box 576
Fairfield, AL 35064

Sapa Anodizing In
Unit 87, P.O. Box 5037
Portland, OR 97208

Nichols Aluminum Davenport
PO Box 71388
Chicago, IL 60694-1388

Atlas Tube Inc
P.O. Box 31-0011
Detroit, MI 48231

William L. Bonnell Company
CS Drawer 198638
Atlanta, GA 30384-8638

Mic Steel, U.S.A., Inc.
6250 N River Road Suite 2055
Rosemont, IL 60018

Ferrostaal Inc
16510 Northchase Drive
Houston, TX 77060

MSC Pinole Point Steel Inc
P.O. Box 61000
San Francisco, CA 94161

Gallatin Steel Company
R.R.1 Box 320
Ghent, KY 41045-9704

Scottsboro Aluminum, LLC
525 W. Monroe 8th Floor
Chicago, IL 60678-2594

Bayou Steel Corp
P.O. Box 5000
La Place, LA 70069-1156

Algoma Steel Inc.
P.O. Box 9100 Postal Station F
Toronto Ontario Canada M4Y3A5

Pechiney Cast Plate
3200 Fruitland Avenue
P.O. Box 58447
Vernon, CA 90058

Dura-Bar Products
1800 West Lake Shore Drive 27
Woodstock, IL 60098

Bayou Steel
P.O. Box 10518
Newark, NJ 07193

Citisteel USA, Inc (1)
P.O. Box 7777w 9410
Philadelphia, PA 19175

Karen E. Herbert
c/o Kaiser Alum & Chemical Corp
5847 San Felipe, Suite 2600
Houston, TX 77057

Caradon Indalex (Wap Mfg)
2905 Old Oakwood Road
Gainsville, GA 30504

VSMPO - (Salda)
1, Parkoya Str.
Verkhanaya Salda
Sverdovsk Region 624600 Russia

Southland Tube Inc.
Attn: Craig Hill
P O Box 2425
Birmingham, AL 35201

PARTIES REQUESTING NOTICE

Christopher Adams
Akin, Gump, Strauss, Hauer & Feld, LLP
711 Louisiana, Suite 3200
Houston, TX 77002
Fax: 713-220-2346

Lewis S. Rosenbloom
David C. Christian II
Wells Manufacturing Company
227 West Monroe Street
Chicago, Illinois 60606-5096
Fax: 312-984-7700

Thomas G. Gruenert
Gibson-Gruenert, LLP
7707 Fannin, Suite 203
Houston, TX 77054
Fax: 713-665-1900

Peter A. McLaughlin
Walter J. Cicack
Adams & Reese, LLP
1221 McKinney, Suite 4400
Houston, Texas 77010
Fax: 713-652-5152

Jenkins & Gilchrist
1100 Louisiana Ave. Suite 1800
Houston, Texas 77002

Allison M. Berger
Fox Rothschild O'Brien & Frankel, LLP
997 Lenox Drive, Building 3
Lawrence, New Jersey 08648
Fax: 609-896-1469

J. Brooks Reitzel, Jr.
Post Office Box 5544
101 Neal Place
High Point, NC 27262
Fax: 336-887-3917

Douglas L. Lutz
Frost Brown Todd LLC
2200 PNC Center
201 East Fifth Street
Cincinnati, Ohio 45202-4182
Fax: 513-651-6981

Stephen D. Lerner
Squire Sanders & Dempsey LLP
312 Walnut Street, Suite 3500
Cincinnati, OH 45202
Fax: 513-361-1201

Douglas M. Foley
McGuirewoods, LLP
9000 World Trade Center
101 West Main Street
Norfolk, VA 23510
Phone: 757-640-3715

Toby Jeffries
PO Box 2972
Mobile, Alabama 30052-2972

Dimensional Fund Advisors
1299 Ocean Avenue, 11th Floor
Santa Monica, CA 90401

Peter C. Gerrer
US Trust Company of CA
One Embarcadero Center
Suite 2050
San Francisco, CA 94111-3709

Norwest Bank of Minnesota, NA
Corporate Trust
Sixth and Marquette
MAC N9303-110
Minneapolis, MN 55479

Doepken, Keevican & Weiss
600 Grant St., Ste. 5800
Pittsburgh, PA 15219-2718

Alfredo Perez
Bracewell & Patterson, LLP
711 Louisiana, Suite 2900
Houston, Texas 77002

Westpac Banking Corporation
Three First National Bank Plaza
Suite 1200
Chicago, Illinois 60602

Ben L. Aderholt
Looper Reed & McGraw
1300 Post Oak Boulevard, Suite 2000
Houston, TX 77056
Fax: 713-986-7100

Mr. John P. Dillman
Linebarger Goggan Blair Pena & Sampson, LLP
PO Box 3064
Houston, Texas 77253-3064
Fax: 713-844-3503

Daniel C. Stewart
Vinson & Elkins, LLP
3700 Trammel Crow Center
2001 Ross Avenue
Dallas, Texas 75201-2975
Fax: 214-220-7716

William L. Wallander
Vinson & Elkins, LLP
2300 First City Tower
1001 Fannin Street
Houston, Texas 77002-6760
Fax: 713-615-5301

Elizabeth K. Flaagan
Holme Roberts & Owen LLP
1700 Lincoln Street, Suite 4100
Denver, Colorado 80203
Fax: 303-866-0200

Howard S. Smotkin
Stone, Leyton & Gershman
A Professional Corporation
7733 Forsyth Boulevard, Suite 500
St. Louis, Missouri 63105
Fax: 314-721-8660

Deborah L. Thorne
Fagelhaber LLC
55 East Monroe, 40th Floor
Chicago, IL 60603
Fax: 312-580-2201

Holmes P. Harden
Maupin, Taylor & Ellis, P.A.
P.O. Drawer 19764
Releigh, North Carolina 27619-1064
Fax: 919-981-4300

Donald M. Wright
Stephen B. Porterfield
2222 Arlington Avenue South
P.O. Box 55727
Birmingham, AL 35255

Sabrina L. Streusand
Hughes & Luce, L.L.P.
111 Congress, Suite 900
Austin, TX 78701
Fax: 512-482-6859

Angela D. Dodd
Securities and Exchange Commission
500 West Madison Street, Suite 1400
Chicago, Illinois 60661-2511

Warren J. Martin Jr.
Robert L. LeHene
Riker, Danzig, Scherer, Hyland & Perretti LLP
One Speedwell Avenue
P.O. Box 1981
Morristown, New Jersey 07962-1981
Fax: 973-538-1984

Thomas P. Yoder
Barrett & McNagny LLP
215 East Berry Street
P.O. Box 2263
Fort Wayne, Indiana 46801-2263
Fax: 219-423-8920

Candice E. Sayre
Shannon, Martin, Finkelstein & Sayre, P.C.
2400 Two Houston Center
909 Fannin Street
Houston, TX 77010
Fax: 713-752-0337

Ron Fultz
North American Stainless
6870 Highway 42 East
Ghent, KY 41045-9615

John Lay
GLS Properties, L.L.C.
1016 North Waco Street
Wichita, KS 67203

Thomas H. Grace
Elizabeth Freeman
Locke Liddell & Sapp LLP
600 Travis Street
3400 Chase Tower
Houston, TX 77002
Fax: 713-223-3717

E. Rhett Buck, CPA
Attorney at Law
1235 North Loop West, Suite 1235
Houston, TX 77008
Fax: 713-861-2568

Philip J. Kochman
Kochman, Donati & Charbonnet, L.L.P.
12012 Wickchester, Suite 310
Houston, TX 77079
Fax: 713-871-2495

Edward J. Peterson, III
Bradley Arant Rose & White LLP
2001 Park Place Tower, Suite 1400
Birmingham, Alabama 35203-3208
Fax: 205-521-8500

A. Jay Molluso
Senior Deputy Attorney General
Counsel to Pennsylvania
Department of Revenue
5th Floor, Manor Complex
564 Forbes Avenue
Pittsburgh, PA 15219

Bankruptcy Administration
IOS Capital, Inc.
1738 Bass Road
P.O. Box 13708
Macon, GA 31208-3708

R. Christopher Naylor
Devlin, Naylor & Trubyfill, P.L.L.C.
4801 Woodway, Ste 240 West
Houston, TX 77056-1805
Fax: 713-622-4586

Leo D. Plotkin
Levy, Small & Lallas
815 Moraga Drive
Los Angeles, CA 90049

Bureau of Employer Tax Operations
Harrisburg Bankruptcy and Compliance
Attention: Sharon Royer
1171 South Cameron Street, Room 312
Harrisburg, PA 17104-2513
Fax: 717-772-0673

Aetna US Healthcare
Sherry Marrone/ National Collections Dept.- U13L
930 Harvest Drive
Blue Bell, PA 19422

Salvatore Purpura
Macsteel International USA Corporation &
Asoma Corporation
333 Westchester Avenue, Suite S101
White Plains, New York 10604
Fax: 914-875-2626

Gold Schmidt Chemical Corp.
Attn: Anita Fleming
Hopewell, VA 23860

Material Works Limited
Attn: Jeramy Ries
101 South Main ST.
Red Bud, IL 62278

Neil E. McCullagh- VSB No. 39027
Cantor, Arkema & Edmonds, P.C.
823 East Main St., 15th Floor
P.O. Box 561
Richmond, Virginia 23218-0561

Danae M. Rawson
Assistant Attorney General
900 Fourth Avenue, Ste. 2000
Seattle, Washington, 98164

Wendy B. Green
666 Third Avenue, Suite 1900
New York, NY 10017

Anthony J. Iterrante
Howard C. Rubin
5950 Sherry Lane, Suite 222
Dallas, TX 75225
Fax: 214-373-4714

LTV Steel Company, Inc.
Attn: Kay Woods
Associate General Counsel
6801 Brecksville Road
Independence, Ohio 44131
Fax: 216-642-3311

Augustine Meaher, III, P.C.
107 St. Francis Street, Suite 2118
Mobile, AL 36602-3321
Fax: 253-432-9978

H. Rey Stroube, III
Henry J. Kaim
Akin, Gump, Stauss, Hauer & Feld, L.L.P.
1900 Pennzoil Place – South Tower
711 Louisiana Street
Houston, TX 77002
Fax: 713-236-0822

LMI Company
Nicholas Christy
2521 Ogden Drive
West Bloomfield, MI 48323

Waste Management of St. Louis
7320 Hall Street
St. Louis, MO 63147

Controlled Automation
P.O. Box 888
Bryant, AR 72089

Premium Metals Inc.
P.O. Box 602690
Cleveland, Ohio 44102-0690

S. James Wallace
Dequesne Light Company
Suite 3626 Gulf Tower, 707 Grant Street
Pittsburgh, PA 15219-1911

Thomas D. Luchetti
6838 East State Street, Suite 307
Rockford, IL 61108

Steven T. Holmes
Hunton & Williams
Energy Plaza, 30th Floor
1601 Bryan Street
Dallas, TX 75201
Fax: 214-880-0011

Brad R. Berliner
Central States, Southeast and Southwest Areas
Pension Fund
Legal Department
9377 West Higgins Road
Rosemont, IL 60018-4938
Fax: 847-518-9797

David D. Biscan
5654 Greenton Way
St. Louis, MO 63128

Citadel Investment Group, L.L.C.
Attn: Sean Haas
225 W. Washington Street, 9th Floor
Chicago, IL 60606

Steve Turner
McGinnis, Lochridge & Kilgore, L.L.P.
919 Congress Avenue, Suite 1300
Austin, TX 78701
Fax: 512-495-6093

Richard G. Hardy
Ulmer & Berne LLP
1300 East 9th St., Suite 900
Cleveland, OH 44114-1583
Fax: 216-621-7488

Georgia- Pacific Corporation
c/o Larry A. Feind
133 Peachtree Street, N.E., 7th Floor
Atlanta, GA 30303

James Creim
Cumberland Steel
2200 6th Ave., Suite 500
Seattle, WA 98121

George E. Warner, Jr.
Suite 1200 The Colonnade
5500 Wayzata Blvd.
Minneapolis, Minnesota 55416

Michael S. Sandberg
Hellmuth & Johnson, PLLC
10400 Viking Drive, Suite 560
Eden Prairie, MN 55344
Fax: 952-941-2337

Fogg Building Methods, Inc.
c/o Alan C. Hochheiser
Lakeside Place, Suite 200
323 W. Lakeside Avenue
Cleveland, OH 44113-1099

Ronald R. Peterson
Jeffrey L. Grandsberg
Jenner & Block, LLC
One IBM Plaza
330 North Wabash St., Suite 3800
Chicago, IL 60611

Tim K. Goss
901 Main Street, Suite 2600
Dallas, TX 75202

Sharon L. Royer
U.C. Tax Agent/ Bankruptcy Representative
Commonwealth of Pennsylvania
1171 S. Cameron St, Rm 312
Harrisburg PA 17104-2513

Anup Sathy
Kirkland & Ellis
200 E. Randolph Drive
Chicago, IL 60601

James L. Adashek
411 East Wisconsin Avenue
Milwaukee, Wisconsin 53202
Fax: 414-271-3552
e-mail: jla@quarles.com

Preston T. Towber
Goforth Lewis LLP
2200 Texaco Heritage Plaza
1111 Bagby
Houston, TX 77002
Fax: 713-650-3301

IBM Corporation
Attn: Marie- Josee Dube
275 Viger East, 4th Floor
Montreal, QC Canada H2X 3R7

Joyce A. Kuhns
Saul Ewing LLP
100 South Charles Street, 15th Floor
Baltimore, MD 21201
e-mail: jkuhns@saul.com

Michael B. Willey
Attorney for Commissioner of Revenue
Legal Services, 27th Floor
312 8th Avenue North
Nashville, Tennessee 37243
Fax: 615-532-7346

Alvaro Briseno II
Cacheaux, Cavazos & Newton, LLP
333 Convent Street
San Antonio, TX 78205
Fax: 210-222-2453

Adam Q. Voyles
Ware, Snow, Fogel & Jackson, L.L.P.
1111 Bagby, 49th Floor
Houston, TX 77002
e-mail: adamvoyles@waresnow.com
Fax: 713-659-6262

Robert J. Intner
Greene Radovsky Maloney & Share LLP
Four Embarcadero Center, Suite 4000
San Francisco, California 94111
Fax: 415-777-4961

James W. Deatherage
Jim Deatherage & Assoc., P.C.
800 West Airport Freeway, Suite 518, LB 6060
Irving, TX 75062

A. Frank Baron
Baron, Sar, Goodwin, Gill & Lohr
750 Pierce Street/ P.O. Box 717
Sioux City, IA 51102

c/o C. Travis Maxwell III
Saginaw Pipe Company, Inc.
Burr & Forman LLP
P.O. Box 830179
Birmingham, AL 35283-0719

Steven B. Flancher
Department of Attorney General
Revenue Division
First Floor Treasury Building
Lansing, MI 48922

A. Allen Ramsey
A. Allen Ramsey, P.C.
201 South 20th Street
Irondale, AL 35210
Fax: 205-956-1219

James H. White
Berkowitz, Lefkovits, Isom & Kushner, P.C.
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203

Jan-Len Investments
4801 E. Palamino Rd.
Phoenix, AZ 85019
Fax: 602-952-1355
email: lenticha@aol.com

Deborah B. Morton
Law, Smakard & Gambill, P.C.
1600 W. 7th St., Ste. 500
Fort Worth, Texas 76102
Fax: 817-878-6362

David L. Simiele
Krugliak, Wilkins, Griffiths & Dougherty Co., L.P.A.
4775 Munson Street, N.W.
Canton, Ohio 44735-6963

James Burshtyn
Assistant Attorney General
Bankruptcy & Collections Division
P.O. Box 12548
Austin, TX 78711-2548

Primus Automotive Financial Services
DBA Jaguar Credit
c/o R. Christopher Naylor
Devlin, Naylor & Turbyfill, P.L.L.C.
4801 Woodway, Ste. 420 West
Houston, TX 77056-1805

Nissan Motor Acceptance Corporation
c/o R. Christopher Naylor
Devlin, Naylor & Turbyfill, P.L.L.C.
4801 Woodway, Ste. 420 West
Houston, TX 77056-1805

Thomas H. Keen
Baker & McKenzie
2300 Trammel Crow Center
Dallas, TX 75201
Fax: 214-978-3099

Theresa Merrill
Assistant General Counsel
United Steelworkers of America
Five Gateway Center, Room 807
Pittsburgh, PA 15222

McLeroy Family, Ltd and David McLeroy
c/o James S. Jones
10 Water St.
Poland, OH 44514

Western Titanium
c/o Heather L. Rosing
Klinedinst, Flieham & McKillop, P.C.
501 West Broadway, Suite 600
San Diego, CA 92101

James H. Westmoreland
4544 Post Oak Place- Suite 350
Houston, TX 77027
Fax: 713-237-0401

c/o David G. Aelvoet
Linebarger Goggan Blair Pena & Sampson LLP
Bexar County
Travis Building, 711 Navarro, Suite 300
San Antonio, TX 78205
Fax: 210-226-4308

Brian J. LaFlamme
Special Assistant Attorney General
Missouri Department of Revenue
301 W. High Street, Room 670
P.O. Box 475
Jefferson City, MO 65105-0475

D. Andrew Phillips
Mitchell, McNutt & Sams, P.A.
1216 Van Buren
P.O. Box 947
Oxford, MS 38655-0947

Poorman-Douglas Corporation
Attn: Beverly Chase
10300 SW Allen Blvd.
Beaverton, OR 97005-4833

Jeffrey R. Becker
Hiday & Ricke P.A.
P.O. Box 550858
Jacksonville, FL 32255

Michael Reed
McCreary, Veselka, Bragg & Allen, P.C.
Attorneys for Claimant, County of Comal
P.O. Box 26990
Austin, TX 78755

Mellisa A. Haselden
Weycer, Kaplan, Pulaski & Zuber, P.C.
1400 Summit Tower, 11 Greenway Plaza
Houston, TX 77046

Pension Benefit Guaranty Corporation
Lawrence F. Landgraff
General Counsel
1200 K Street, N. W., Suite 340
Washington, DC 20005-4026

Larry W. Wise
Hargadon & Wise, P.C.
400 West 15th, Suite 710
Austin, TX 78701

Oscar B. Fears, III
Georgia Department of Revenue
40 Capitol Square, S.W.
Atlanta, GA 30334

Joseph W. West
Bullivant Houser Bailey PC
300 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204-2089

Judith W. Ross
Lesley C. Ardemagni
Thompson & Knight L.L.P.
1700 Pacific Avenue, Suite 3300
Dallas, TX 75201
Fax: 214-969-1751

Glenn E. Glover
Johnston Barton Pactor & Powell LLP
1901 Sixth Avenue North, Suite 2900
Birmingham, AL 35203

Michael D. Boutell
Vice President and Senior Counsel
Comerica Tower at Detroit Center
Corporate Legal Department
P.O. Box 75000
Detroit, MI 48275-3391

Janet Cradeur
Department of Revenue and Taxation
P.O. Box 66685
Baton Rouge, Louisiana 70896

Sal Boscia
Key Equipment Finance
1000 So. McCaslin Boulevard
Superior, CO 80027
Fax: 720-304-1716

Carl Joosten
Printed Systems Div Menash Corp
P.O. Box 818
Neenah, WI 54984-0818
Fax: 920-751-1974

Mary Ann Kilgore
Union Pacific Railroad Company
1416 Dodge Street, Room 830
Omaha, Nebraska 68179

Elliot H. Herskowitz
Regen Capital I, Inc.
P.O. Box 626
Planetarium Station
New York, NY 10024-0540
Fax: 212-501-7088

**MEMBERS OF JOINT COMMITTEE
OF UNSECURED BONDHOLDERS
AND CREDITORS**

Merrill Lynch Corporate Bond High Income Fund
Attn: Mr. Mike Brown
800 Scudders Mill Road
Plainsboro, NJ 08536
Fax: 609-282-2940

CSFB Global Opportunities Advisers, LLC
Attn: Mr. Robert J. Chaves
Eleven Madison Avenue, 16th Floor
New York, NY 10010
Fax: 212-325-8290

Zurick Scudder Investments Inc.
Attn: Ms. Sharon Tepper
222 South Riverside Plaza
Chicago, Illinois 60606
Fax 312-537-8335

Triton Partners, LLC
Attn: Mr. Mike Sollott
565 5th Avenue
New York, NY 10017
Fax: 212-792-2171

Mr. Ben Hawfield,
Moore & Van Allen
100 North Tryon Street, Suite 4700
Charlotte, NC 28202

Mr. Peter Jackson
Clark Hill PLC
500 Woodward Avenue
Suite 3500
Detroit MI 48826-3435
Fax: 313-961-6370

Mr. Frank Broyles
Goins Underkofler Crawford & Langdon
1601 Elms Street, Suite 3300
Dallas, Texas 75201

Mr. Douglas L. Lutz
Frost Brown Todd
2200 PNC Center
Cincinnati, OH 45202