

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

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 In re : Chapter 11
 :
 Contech U.S., LLC, *et al.*,¹ : Case No. 09-42392 (SWR)
 :
 Debtors. : (Jointly Administered)
 :
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**OBJECTION OF DEBTORS AND DEBTORS IN POSSESSION TO APPLICATION OF
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ORDER
PURSUANT TO SECTIONS 1103(a) AND 328(a) OF THE BANKRUPTCY CODE
AUTHORIZING EMPLOYMENT AND RETENTION OF MORRISANDERSON &
ASSOCIATES, LTD. AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS *NUNC PRO TUNC* TO FEBRUARY 11, 2009**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby object to the Application of the Official Committee Of Unsecured Creditors For Order Pursuant to Sections 1103(a) and 328(a) of the Bankruptcy Code Authorizing Employment and Retention of MorrisAnderson & Associates, Ltd. as Financial Advisors to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to February 11, 2009 (the “Application”). In support of the Debtors’ objection (the “Objection”), the Debtors respectfully represent as follows:

Jurisdiction and Venue

1. This Court has jurisdiction over this Motion under to 28 U.S.C. § 157 and § 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

¹ The Debtors are the following three entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): MAG Contech, LLC (5469), Contech, LLC (5470) and Contech U.S., LLC (5471). The mailing address of each of the Debtors is 950 Trade Centre Way, No. 200, Portage, Michigan 49002.



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Background

2. On January 30, 2009 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “Bankruptcy Cases”). Permission for joint administration of the cases was granted by the Court on February 2, 2009. The Debtors are continuing to operate their businesses as debtors and debtors in possession under sections 1107 and 1108 of the Bankruptcy Code (defined below). On February 5, 2009, the Office of the United States Trustee for the Eastern District of Michigan approved an official committee of unsecured creditors (the “Committee”). No trustee has been appointed in these Bankruptcy Cases.

3. On March 11, 2009, the Committee filed the Application [*Dkt. No.* 234] to retain MorrisAnderson & Associates, Ltd. (“MorrisAnderson”) as its financial advisor *nunc pro tunc* to February 10, 2009, pursuant to sections 1103(a) and 328(a) of Title 11, Chapter 11 of the United States Code (the “Bankruptcy Code”), and Rule 2014 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”).

4. The Debtors hereby file this Objection in order to formally express their concerns with respect to Committee’s request to retain a financial advisor in these cases.

Basis of Objection

5. Pursuant to paragraph 7 of the Retention Application, the Committee asserts that it is necessary to retain Morris Anderson in order to monitor the efforts of the Debtors to maximize the value of their estates.

6. As the Court is aware, the Debtors’ secured lenders appear to be significantly under-secured. Thus, it appears that a recovery to the unsecured creditors is unlikely. Additionally, the Debtors’ lenders and counsel for the Committee are all closely monitoring the Debtors’ actions to ensure that the Debtors are maximizing the value of their

estates. Given these facts, the Debtors have concerns as to whether the cost associated with the Committee's retention of a financial advisor will outweigh benefit or value that such advisor will provide in these cases.

Notice

7. A copy of this Objection has been provided to: (a) the Office of the United States Trustee for the Eastern District of Michigan, (b) counsel for the Committee, (c) counsel to the Debtors' prepetition secured lenders, and (d) counsel to the accommodation parties.

WHEREFORE, the Debtors' respectfully request that the Court deny the Application.

Dated: March 26, 2009
Detroit, Michigan

Respectfully submitted,

/s/ Christopher A. Grosman

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