

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re : Chapter 11
ALERIS INTERNATIONAL, INC., *et al.*, : Case No. 09-10478 (BLS)
: (Jointly Administered)
Debtors. :
-----X

**DECLARATION OF BONNIE STEINGART PURSUANT TO
BANKRUPTCY RULE 2014 AND LOCAL RULE 2014-1 ON
BEHALF OF FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP
AS PROPOSED SPECIAL FINANCING, CORPORATE, TAX AND
LITIGATION COUNSEL FOR DEBTORS PURSUANT TO SECTIONS
327(e) AND 328 OF THE BANKRUPTCY CODE, AND DISCLOSURE
PURSUANT TO SECTION 329 OF THE BANKRUPTCY CODE,
BANKRUPTCY RULE 2016 AND LOCAL RULE 2016-1**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Bonnie Steingart states under the penalty of perjury:

I am a member in good standing of the bar of the State of New York and I am a member in good standing of the United States Supreme Court; Court of Appeals for the Second Circuit; and the District Courts for the Southern and Eastern Districts of New York. I am a member of the firm of Fried, Frank, Harris, Shriver & Jacobson LLP, a limited liability partnership ("*Fried Frank*"). My firm maintains offices for the practice of law at One New York Plaza, New York, New York 10004, and other locations. There are no disciplinary proceedings pending against me. I submit this declaration (the "*Declaration*") in connection with the application (the

“*Application*”) of Aleris International, Inc. and its affiliated debtors in the above referenced chapter 11 cases (the “*Chapter 11 Cases*”), as debtors and debtors in possession (collectively, the “*Debtors*”¹) to retain Fried Frank as their special financing, corporate, tax and litigation counsel in the above-captioned chapter 11 cases pursuant to sections 327(e) and 328 of title 11 of the United States Code (the “*Bankruptcy Code*”), *nunc pro tunc* to the Commencement Date (as defined below), and to provide the disclosures required under section 329(a) of the Bankruptcy Code, Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) and Local Rules 2014-1(a) and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “*Local Rules*”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

1

The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Aleris International, Inc. (8280), Alchem Aluminum Shelbyville Inc. (8122), Alchem Aluminum, Inc. (5207), Aleris Aluminum Europe, Inc. (0921), Aleris Aluminum U.S. Sales Inc. (9536), Aleris Blanking and Rim Products, Inc. (7340), Aleris Light Gauge Products, Inc. (7311), Aleris Nevada Management, Inc. (2935), Aleris Ohio Management, Inc. (0637), Aleris, Inc. (6630), Alscos Holdings, Inc. (5535), Alscos Metals Corporation (7792), Alumitech of Cleveland, Inc. (1568), Alumitech of Wabash, Inc. (4425), Alumitech of West Virginia, Inc. (3237), Alumitech, Inc. (9351), AWT Properties, Inc. (5332), CA Lewisport, LLC (6561), CI Holdings, LLC (9484), Commonwealth Aluminum Concast, Inc. (7844), Commonwealth Aluminum Lewisport, LLC (7736), Commonwealth Aluminum Metals, LLC (8491), Commonwealth Aluminum Sales Corporation (8512), Commonwealth Aluminum Tube Enterprises, LLC (7895), Commonwealth Aluminum, LLC (5039), Commonwealth Industries, Inc. (5741), ETS Schaefer Corporation (9350), IMCO Indiana Partnership L.P. (3840), IMCO International, Inc. (8362), IMCO Investment Company (5738), IMCO Management Partnership, L.P. (2738), IMCO Recycling of California, Inc. (0255), IMCO Recycling of Idaho Inc. (8990), IMCO Recycling of Illinois Inc. (7227), IMCO Recycling of Indiana Inc. (4357), IMCO Recycling of Michigan L.L.C. (5772), IMCO Recycling of Ohio Inc. (1405), IMCO Recycling of Utah Inc. (2330), IMCO Recycling Services Company (0589), IMSAMET, Inc. (7929), Rock Creek Aluminum, Inc. (3607), Silver Fox Holding Company (1188), and Wabash Alloys, L.L.C. (0708). Aleris is the direct or indirect parent of each of its affiliated Debtors as well as various non-debtor international affiliates located in Canada, South America, Europe, and Asia.

Background

1. The Debtors and their non-debtor domestic and international affiliates (collectively referred to herein as the “*Company*”), operate a large and complex enterprise that operates worldwide. Since June 2005, Fried Frank has represented the Company on a worldwide basis as counsel in connection with, among other things, negotiating and obtaining financing, acquisitions and dispositions, joint ventures, hedging transactions, antitrust matters, other corporate matters, general business matters, Securities and Exchange Commission filings, other securities matters, tax matters, litigation, employment matters, environmental matters, and relationships between Debtor entities and non-Debtor affiliates (“*Non-Debtor Affiliates*”). Most recently, Fried Frank has been representing the Debtors with regard to the Debtors’ proposed postpetition financing. Many of the individual matters on which Fried Frank has represented the Company are ongoing, including litigations that are currently pending. Due to Fried Frank’s relationship with the Company, Fried Frank has developed a familiarity with the Company’s and therefore, the Debtors’ businesses, operations, finances, corporate structure, tax structure, litigation matters, employment matters and environmental matters, as well as many of the legal issues that may arise in the context of these matters. Examples of matters in which Fried Frank has represented the Debtors include, among others:

- the acquisition of Alisco Metals from Sun Capital, and the financing, tax, securities and environmental law matters associated with the transaction;
- the acquisition of assets from Ormert Corporation, and the financing, tax, securities and environmental law matters associated with the transaction;
- the acquisition of certain businesses from Corus PLC, and the financing, tax, securities and environmental law matters associated with the transaction;
- the sale of the Debtors to Texas Pacific Group, and the financing, tax, securities and environmental law matters associated with the transaction, including the Debtors’ prepetition term loan facility and amendments thereto, the Debtors’ prepetition ABL facility and amendments thereto, and the Debtors’ private placement of senior notes and senior subordinated notes;

- the acquisition of Wabash Alloys from Connell Limited Partnership, and the financing, tax, securities and environmental law matters associated with the transaction, including the Debtors' private placement of senior notes;
- the sale of the Debtors' zinc business to Voto, a Brazilian conglomerate;
- preparation and advice with respect to Securities and Exchange Commission filings; and
- the representation of the Debtors in connection with subpoenas received as a third party witness in a litigation.

2. Fried Frank has also represented Non-Debtor Affiliates since June 2005. A list of the Non-Debtor Affiliates for which Fried Frank has performed services is attached as Exhibit 1. Fried Frank has advised the Non-Debtor Affiliates on numerous financing, corporate, business, securities, tax, litigation, employment and environmental matters. Fried Frank has also represented Non-Debtor Affiliates in connection with their guarantees of the Debtors' proposed debtor in possession financing, and in connection with the security interests related to such guarantees. Examples of matters in which Fried Frank has represented the Non-Debtor Affiliates include, among others:

- the acquisition of certain businesses from Corus PLC, and the financing and tax, securities and environmental law matters associated with the transaction;
- environmental indemnity claims/notices relating to facilities purchased from Corus PLC;
- the acquisitions and disposition of numerous businesses;
- providing advice on European employment issues;
- providing advice regarding Board of Directors issues in European jurisdictions; and
- numerous financings involving European subsidiaries.

3. On February 12, 2009 (the "*Commencement Date*"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

Connections

4. To ascertain Fried Frank's "connections," as that term is used in Bankruptcy Rule 2014, Fried Frank's accounting department produced a computer printout listing all of Fried

Frank's active clients (the "*Client List*"). Fried Frank obtained from the Debtors a list of the Debtors, the Debtors' affiliates and non-debtor subsidiaries, the Debtors' current and former trade names, counsel and professionals, current and former officers and directors and their affiliations, banks, significant lenders and noteholders, counsel to significant lenders, insurers, professionals, parties to litigation, equity security holders, indenture trustees, counterparties to major leases and major contracts, major customers and vendors, top 100 unsecured creditors, pre-petition guarantors, government and regulatory agencies, all utilities, and all applicable taxing authorities (collectively, the "*Debtors' Conflict List*"). Fried Frank then reviewed the Client List and the Debtors' Conflict List to determine, among other things, whether Fried Frank currently represents any of the parties on the Debtors' Conflict List. Moreover, to determine whether any entities on the Debtors' Conflict List were former clients and to supplement the review of Fried Frank's current Client List, an inquiry memorandum was provided to Fried Frank's accounting and records department for a detailed review of the firm's records to determine whether Fried Frank represented any of the entities listed on the Debtors' Conflicts List.²

5. Based upon our results of the above-described inquiry and conflict check (and any and all knowledge I have apart from the results thereof), Fried Frank, to the best of my knowledge and belief, does not hold or represent any interest adverse to the Debtors or the Debtors' estates with respect to matters on which Fried Frank is being retained and employed. If, at any time, I become aware of any additional connections, I will supplement this Declaration.

² Out of an abundance of caution, Fried Frank also endeavored to determine whether any individual Fried Frank attorneys have any connections with the Debtors or any party-in-interest. Fried Frank, therefore, distributed to all Fried Frank attorneys an inquiry memorandum which (i) listed those entities comprising the Debtors' Conflicts List

Footnote continued

6. Disclosure with respect to any “connections” Fried Frank has or has had with the Debtors, their secured and unsecured creditors, significant equity holders, lenders, directors, officers, and other known professionals involved in these Chapter 11 Cases, the United States Trustee or any employee of that office, insofar as I know or have been able to ascertain after reasonable inquiry, is set forth below:

- (a) Fried Frank has represented and continues to represent Deutsche Bank Securities, Inc., and certain affiliates of Deutsche Bank Securities, Inc., which is an arranger and agent under the Debtors’ proposed post petition debtor in possession ABL financing facility and, Fried Frank believes, with certain of its affiliates, is a prepetition lender to the Debtors, in matters wholly unrelated to the Debtors and the Debtors’ Chapter 11 Cases;
- (b) Fried Frank has represented and continues to represent Oaktree Capital, an affiliate of which is a lender under the Debtors’ proposed post petition debtor in possession term loan, in matters wholly unrelated to the Debtors and the Debtors’ Chapter 11 Cases;
- (c) Fried Frank has represented and continues to represent Banc of America Securities LLC, which is an arranger and agent under the Debtors’ proposed post petition debtor in possession ABL financing facility, and

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and (ii) inquired as to all of the matters that could constitute “connections” within the meaning of Bankruptcy Rule 2014.

certain of its affiliates, in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases;

- (d) Fried Frank has represented and continues to represent PNC Bank, which is a co-documentation agent under the prepetition ABL and term facilities, in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases;
- (e) Fried Frank has represented and continues to represent Goldman Sachs Capital Partners L.P. and certain of its affiliates, affiliates of which are (i) lenders under the Debtors' proposed post petition debtor in possession financing arrangements, (ii) agent under the Debtors' prepetition credit facilities, and which is an affiliate of J. Aron & Co., which is a counterparty to one of the Debtors' major contracts, in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases; and the father and brother of a lawyer who is an associate at Fried Frank are employed by Goldman Sachs;
- (f) Fried Frank has represented and continues to represent Apollo Investment Corp. ("Apollo"), affiliates of which are lenders under the Debtors' proposed post petition debtor in possession financing arrangements, and Fried Frank has also represented and continues to represent underwriters and lenders to certain of Apollo's portfolio companies, each in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases;
- (g) Fried Frank has represented and continues to represent Wachovia Bank, N.A., which is one of the largest lenders under the Debtors' prepetition

ABL facility, in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases;

- (h) Fried Frank has represented and continues to represent Fortis, a hedge counterparty of the Debtors that has an interest in the Debtors' cash collateral, in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases;
- (i) Fried Frank has in the past represented Texas Pacific Group, the Debtors' largest equity holder, and has represented and continues to represent an entity related to Texas Pacific Group and co-investors with Texas Pacific Group in certain transactions, each in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases;
- (j) Fried Frank has represented and continues to represent Novelis Corp., a trade vendor and competitor of the Debtors, in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases;
- (k) Fried Frank has represented and continues to represent, affiliates of General Electric Capital Corporation, the syndication agent under the Debtors' proposed post petition ABL facility, in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases;
- (l) Fried Frank has represented and continues to represent, Citigroup Global Markets Inc., the joint lead arranger under the Debtors' proposed post

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STATE OF NEW YORK)
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Bonnie Steingart states under the penalty of perjury:

I am a member in good standing of the bar of the State of New York and I am a member in good standing of the United States Supreme Court; Court of Appeals for the Second Circuit; and the District Courts for the Southern and Eastern Districts of New York. I am a member of the firm of Fried, Frank, Harris, Shriver & Jacobson LLP, a limited liability partnership ("*Fried Frank*"). My firm maintains offices for the practice of law at One New York Plaza, New York, New York 10004, and other locations. There are no disciplinary proceedings pending against me. I submit this declaration (the "*Declaration*") in connection with the application (the

“*Application*”) of Aleris International, Inc. and its affiliated debtors in the above referenced chapter 11 cases (the “*Chapter 11 Cases*”), as debtors and debtors in possession (collectively, the “*Debtors*”¹) to retain Fried Frank as their special financing, corporate, tax and litigation counsel in the above-captioned chapter 11 cases pursuant to sections 327(e) and 328 of title 11 of the United States Code (the “*Bankruptcy Code*”), *nunc pro tunc* to the Commencement Date (as defined below), and to provide the disclosures required under section 329(a) of the Bankruptcy Code, Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) and Local Rules 2014-1(a) and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “*Local Rules*”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

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- the sale of the Debtors to Texas Pacific Group, and the financing, tax, securities and environmental law matters associated with the transaction, including the Debtors’ prepetition term loan facility and amendments thereto, the Debtors’ prepetition ABL facility and amendments thereto, and the Debtors’ private placement of senior notes and senior subordinated notes;

- the acquisition of Wabash Alloys from Connell Limited Partnership, and the financing, tax, securities and environmental law matters associated with the transaction, including the Debtors' private placement of senior notes;
- the sale of the Debtors' zinc business to Voto, a Brazilian conglomerate;
- preparation and advice with respect to Securities and Exchange Commission filings; and
- the representation of the Debtors in connection with subpoenas received as a third party witness in a litigation.

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- the acquisition of certain businesses from Corus PLC, and the financing and tax, securities and environmental law matters associated with the transaction;
- environmental indemnity claims/notices relating to facilities purchased from Corus PLC;
- the acquisitions and disposition of numerous businesses;
- providing advice on European employment issues;
- providing advice regarding Board of Directors issues in European jurisdictions; and
- numerous financings involving European subsidiaries.

3. On February 12, 2009 (the "*Commencement Date*"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

Connections

4. To ascertain Fried Frank's "connections," as that term is used in Bankruptcy Rule 2014, Fried Frank's accounting department produced a computer printout listing all of Fried

Frank's active clients (the "*Client List*"). Fried Frank obtained from the Debtors a list of the Debtors, the Debtors' affiliates and non-debtor subsidiaries, the Debtors' current and former trade names, counsel and professionals, current and former officers and directors and their affiliations, banks, significant lenders and noteholders, counsel to significant lenders, insurers, professionals, parties to litigation, equity security holders, indenture trustees, counterparties to major leases and major contracts, major customers and vendors, top 100 unsecured creditors, pre-petition guarantors, government and regulatory agencies, all utilities, and all applicable taxing authorities (collectively, the "*Debtors' Conflict List*"). Fried Frank then reviewed the Client List and the Debtors' Conflict List to determine, among other things, whether Fried Frank currently represents any of the parties on the Debtors' Conflict List. Moreover, to determine whether any entities on the Debtors' Conflict List were former clients and to supplement the review of Fried Frank's current Client List, an inquiry memorandum was provided to Fried Frank's accounting and records department for a detailed review of the firm's records to determine whether Fried Frank represented any of the entities listed on the Debtors' Conflicts List.²

5. Based upon our results of the above-described inquiry and conflict check (and any and all knowledge I have apart from the results thereof), Fried Frank, to the best of my knowledge and belief, does not hold or represent any interest adverse to the Debtors or the Debtors' estates with respect to matters on which Fried Frank is being retained and employed. If, at any time, I become aware of any additional connections, I will supplement this Declaration.

² Out of an abundance of caution, Fried Frank also endeavored to determine whether any individual Fried Frank attorneys have any connections with the Debtors or any party-in-interest. Fried Frank, therefore, distributed to all Fried Frank attorneys an inquiry memorandum which (i) listed those entities comprising the Debtors' Conflicts List

Footnote continued

6. Disclosure with respect to any “connections” Fried Frank has or has had with the Debtors, their secured and unsecured creditors, significant equity holders, lenders, directors, officers, and other known professionals involved in these Chapter 11 Cases, the United States Trustee or any employee of that office, insofar as I know or have been able to ascertain after reasonable inquiry, is set forth below:

- (a) Fried Frank has represented and continues to represent Deutsche Bank Securities, Inc., and certain affiliates of Deutsche Bank Securities, Inc., which is an arranger and agent under the Debtors’ proposed post petition debtor in possession ABL financing facility and, Fried Frank believes, with certain of its affiliates, is a prepetition lender to the Debtors, in matters wholly unrelated to the Debtors and the Debtors’ Chapter 11 Cases;
- (b) Fried Frank has represented and continues to represent Oaktree Capital, an affiliate of which is a lender under the Debtors’ proposed post petition debtor in possession term loan, in matters wholly unrelated to the Debtors and the Debtors’ Chapter 11 Cases;
- (c) Fried Frank has represented and continues to represent Banc of America Securities LLC, which is an arranger and agent under the Debtors’ proposed post petition debtor in possession ABL financing facility, and

Footnote continued from previous page

and (ii) inquired as to all of the matters that could constitute “connections” within the meaning of Bankruptcy Rule 2014.

certain of its affiliates, in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases;

- (d) Fried Frank has represented and continues to represent PNC Bank, which is a co-documentation agent under the prepetition ABL and term facilities, in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases;
- (e) Fried Frank has represented and continues to represent Goldman Sachs Capital Partners L.P. and certain of its affiliates, affiliates of which are (i) lenders under the Debtors' proposed post petition debtor in possession financing arrangements, (ii) agent under the Debtors' prepetition credit facilities, and which is an affiliate of J. Aron & Co., which is a counterparty to one of the Debtors' major contracts, in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases; and the father and brother of a lawyer who is an associate at Fried Frank are employed by Goldman Sachs;
- (f) Fried Frank has represented and continues to represent Apollo Investment Corp. ("Apollo"), affiliates of which are lenders under the Debtors' proposed post petition debtor in possession financing arrangements, and Fried Frank has also represented and continues to represent underwriters and lenders to certain of Apollo's portfolio companies, each in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases;
- (g) Fried Frank has represented and continues to represent Wachovia Bank, N.A., which is one of the largest lenders under the Debtors' prepetition

ABL facility, in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases;

- (h) Fried Frank has represented and continues to represent Fortis, a hedge counterparty of the Debtors that has an interest in the Debtors' cash collateral, in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases;
- (i) Fried Frank has in the past represented Texas Pacific Group, the Debtors' largest equity holder, and has represented and continues to represent an entity related to Texas Pacific Group and co-investors with Texas Pacific Group in certain transactions, each in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases;
- (j) Fried Frank has represented and continues to represent Novelis Corp., a trade vendor and competitor of the Debtors, in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases;
- (k) Fried Frank has represented and continues to represent, affiliates of General Electric Capital Corporation, the syndication agent under the Debtors' proposed post petition ABL facility, in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases;
- (l) Fried Frank has represented and continues to represent, Citigroup Global Markets Inc., the joint lead arranger under the Debtors' proposed post

petition ABL facility, and its affiliates, including Citibank, N.A.,³ a lender under one of the Debtors' prepetition facilities, in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases; and the son of a Fried Frank partner is a director and officer of Citigroup Global Markets Inc.; and the son of a lawyer who is of counsel at Fried Frank is an associate at Davis, Polk & Wardwell, attorneys for Citigroup Global Markets Inc.; and a partner at Fried Frank was formerly employed by Davis, Polk & Wardwell; and

- (m) Fried Frank represented AEA Investors LP and Houghton International Inc. ("Houghton") in connection with Houghton's acquisition of D.A. Stuart Company in 2008, and continues to represent Houghton and D.A. Stuart in connection with certain aspects of the transaction. D.A. Stuart Company is a trade supplier and creditor of the Debtors. Houghton is also a trade supplier of the Debtors.

7. In addition, Fried Frank, its partners, attorneys who are "of counsel" and "special counsel" to Fried Frank, and associates of Fried Frank

- (a) have represented in the past and/or now represent and may in the future represent – in each case in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases – creditors and/or equity security holders (or their affiliates) of the Debtors (or their affiliates), and/or other parties in

³ In the interest of full and complete disclosure regarding all connections, I also note that Fried Frank maintains a banking relationship with Citibank, N.A.

- interest (or their affiliates) included in the Debtors' Conflict List, including the entities listed on Exhibit 2 attached to this Declaration;
- (b) had, or have, dealings (other than representations) – again, in matters wholly unrelated to the Debtors and the Debtors' Chapter 11 Cases – with significant creditors and/or equity security holders (or their affiliates) of the Debtors (or their affiliates) and/or other parties in interest (or their affiliates) included in the Debtors' Conflict List, including the entities listed on Exhibit 3 attached to this Declaration; and
- (c) may have appeared in other cases unrelated to the Debtors' Chapter 11 Cases where the Debtors, their creditors, equity security holders or other parties in interest (or their affiliates) included in the Debtors' Conflict List, including the entities listed on Exhibit 4 attached to this Declaration, were involved where such matters were wholly unrelated to this case.

8. Partners, attorneys who are “of counsel,” “special counsel” and/or associates of Fried Frank own stock or debt securities issued by the following creditors (or their affiliates) of the Debtors or other parties in interest, including the following:

- (a) Banc of America Securities LLC
- (b) Bank of America Correspondent Lending
- (c) Bank of America, N.A.
- (d) Citibank, N.A.
- (e) Citicorp North America Inc.
- (f) Duke Energy
- (g) Fidelity
- (h) Fidelity Advisor Series II: Fidelity Advisor Floating Rate High Income Fund
- (i) Fidelity School Street Trust: Fidelity Strategic Income Fund
- (j) Fidelity Summer Street Trust: Fidelity Capital & Income Fund
- (k) Ford Motor Company Ltd.
- (l) Gerdau Ameristeel

- (m) Merrill Lynch Capital
- (n) Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc.
- (o) Morgan Stanley
- (p) Morgan Stanley Special Situations Group, Inc.
- (q) Northern Trust Company
- (r) Putnam
- (s) Putnam Bank Loan Fund (Cayman) Master Fund, a series of the Putnam Offshore Master Series Trust
- (t) Putnam Floating Rate Income Fund
- (u) Regions Bank
- (v) Travelers
- (w) Vectren Energy Delivery

However, I have been advised that none of these individuals owns sufficient stock or debt of any such creditor or party-in-interest to influence its affairs in any way, and that the value or the ability to dispose of such stock or debt would not be affected in any discernable way by any event in the Debtors' Chapter 11 Cases.

9. In addition, three Fried Frank partners are former partners of the law firm Jones Day, which is a prepetition professional of the Debtors, and these Fried Frank partners are still receiving their capital contributions from Jones Day, including interest with respect thereto.

10. The spouse of one Fried Frank partner is a partner at Ernst & Young, one of the Debtors' professionals.

11. To the best of my knowledge, information and belief there are no other instances wherein Fried Frank has, has had, or might be deemed to have or have had "connections" with the Debtors, their creditors, their equity security holders or other parties in interest.

12. Given the size and complexity of the Debtors' businesses, and the number of parties in interest in the Debtors' Chapter 11 Cases, it is possible that, despite reasonable efforts to discover connections as described above, the information listed above and in the attached exhibits may be incomplete or may have changed without my knowledge and may change during

the pendency of the Debtors' Chapter 11 Cases. I am not aware, however, of any connections not disclosed, and I am confident that if there were any such other connections, they are unrelated to the Debtors' Chapter 11 Cases, and would have no effect on our representation. If I become aware of any additional connections, I will promptly supplement this Declaration.

Professional Compensation

13. Subject to this Court's approval, Fried Frank will charge the Debtors for its legal services on an hourly basis in accordance with its ordinary and customary rates for Bankruptcy Court authorized engagements in effect on the date services are rendered, and submits that such rates are reasonable. In the normal course of business, Fried Frank revises its hourly rates from time to time. Set forth below are the current base hourly rates that Fried Frank presently charges for the legal services of its professionals:

Partners	\$735 - \$1,100 per hour
Of Counsel	\$735 - \$950 per hour
Special Counsel	\$665 - \$690 per hour
Associates	\$360 - \$600 per hour
Legal Assistants	\$180 - \$265 per hour

14. Because the fees: (a) are based on hourly rates and will correspond to the degree of effort expended on the Debtors' behalf, and (b) are Fried Frank's usual and customary rates for services of this nature, I believe that these rates, and the terms and conditions of Fried Frank's employment, are reasonable.

15. The Fried Frank attorneys and legal assistants who are likely to perform services for the Debtors' and the hourly rates attributable to their work for the Debtors, effective as of the date of this Declaration, are:

Christopher Ewan	(Partner since 2000, Law School Class of 1989)	\$895
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Daniel Bursky	(Partner since 2001, Law School Class of 1993)	\$850
Joel Scharfstein	(Partner Since 1984, Law School Class of 1977)	\$880
Bonnie Steingart	(Partner since 1986, Law School Class of 1979)	\$880
Richard Schwartz	(Partner since 1991, Law School Class of 1977)	\$880
Douglas Flaum	(Partner since 1993, Law School Class of 1986)	\$880
Laraine Rothenberg	(Partner since 1994, Law School Class of 1971)	\$880
Sherri Snelson	(Partner since 2004, Law School Class of 1995)	\$785
Andrew Barkan	(Partner since 2008, Law School Class of 2000)	\$735
Donna Mussio	(Associate, Class of 1994)	\$600
Joseph Rebello	(Associate, Class of 2002)	\$585
Amy Blackman	(Associate, Class of 2003)	\$555
Joshua Coleman	(Associate, Class of 2003)	\$555

16. As the Debtors' Chapter 11 Cases proceed, I anticipate that additional Fried Frank partners, "of counsel," "special counsel," associates and legal assistants may be assigned to work on the Debtors' matters. To the fullest extent possible, lawyers having the requisite expertise who already have knowledge with respect to these areas and/or the matters involved will be assigned to these matters so that duplication of effort is avoided. Consistent with the ranges of hourly rates described above, the hourly rates of the other Fried Frank partners, "of counsel," "special counsel," associates and legal assistants that hereafter may act for the Debtors may be higher or lower than those of the persons listed above.

17. In addition to the hourly rates set forth above, Fried Frank customarily charges its clients for all ancillary services incurred, including photocopying charges, long distance

telephone calls, facsimile transmissions, messengers, courier mail, computer and data bank time, word processing, secretarial overtime and temporary employees, overtime meals, overtime and late night transportation, travel, lodging, meal charges for business meetings, postage, printing, transcripts, filing fees, document retrieval, and similar items. Subject to this Court's order(s) and the United States Trustee Guidelines with respect to the reimbursement of ancillary services and the Local Rules of this Court, Fried Frank will seek reimbursement of all such charges incurred on behalf of the Debtors.

18. In the one year period prior to the Commencement Date, the Debtors made payments to Fried Frank in the aggregate amount of \$3,665,240 on account of services performed and to be performed, and expenses incurred and to be incurred, in connection with Fried Frank's representation of the Debtors. As of and including February 10, 2009, the portion of such \$3,665,240 amount that constituted advance payments for services not yet performed and expenses not yet incurred as of that date was approximately \$117,000. The exact amount of actual charges for fees and expenses incurred before the commencement of the Debtors' Chapter 11 Cases will be determined upon the final recording of all time and expense charges and debited against the remaining advance payment balance. As agreed by Fried Frank and the Debtors, Fried Frank will credit any excess amount remaining from the advance payments balance against dollar amounts awarded to Fried Frank by this Court with respect to final applications for compensation and reimbursement of expenses submitted by Fried Frank to, and approved by, this Court.

19. No promises have been received by Fried Frank, nor any partner, any attorney who is "of counsel" or "special counsel" to Fried Frank, or any associate of Fried Frank, as to compensation in connection with the Debtors' Chapter 11 Cases other than in accordance with

the provisions of the Bankruptcy Code. Neither Fried Frank, nor any partner of Fried Frank, any attorney who is “of counsel” or “special counsel” to Fried Frank, or any associate of Fried Frank, has any agreement with any other entity to share with such entity any compensation received by Fried Frank in connection with the Debtors’ matters, or in connection with Fried Frank’s prepetition representation of the Debtors.

20. As noted above, Fried Frank also represents certain Non-Debtor Affiliates. Fried Frank will continue to represent Non-Debtor Affiliates going forward and, consistent with past practices, all fees, charges and disbursements incurred in connection with the representation of such Non-Debtor Affiliates will be billed to and paid by Non-Debtor Affiliates. Fried Frank does not intend to disclose or subject to the jurisdiction of the Court its fees, charges and disbursements in connection with its representation of Non-Debtor Affiliates.

21. By reason of the foregoing, I believe that Fried Frank is eligible for employment and retention by the Debtors pursuant to sections 327(e) and 328 of the Bankruptcy Code and the applicable Bankruptcy Rules and Local Rules. I shall amend this statement immediately upon my learning that (i) any of the within representations are incorrect or (ii) there is any change of circumstance relating thereto.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
February 13, 2009

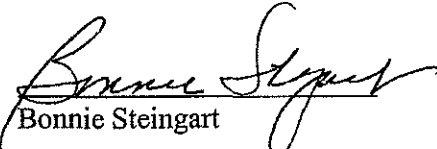

Bonnie Steingart

EXHIBIT 1

Non-Debtor Affiliates that are Past and/or Present Clients

	<u>PLACE OF INCORPORATION</u>
Aleris (Shanghai) Trading Co. Ltd.	China
Aleris Aluminium Tianjin Co Ltd	China
Aleris Aluminum Austria GmbH f/k/a Corus Aluminium Verkauf GmbH	Austria
Aleris Aluminum Belgium BVBA	Belgium
Aleris Aluminum Bitterfeld GmbH f/k/a Corus Aluminium Profiltechnik Bitterfeld GmbH	Germany
Aleris Aluminum Bonn GmbH f/k/a Corus Aluminium Profiltechnik Bonn GmbH	Germany
Aleris Aluminum Canada Holding 2, Inc. f/k/a Corus Aluminium Inc.	Canada
Aleris Aluminum Canada L.P. f/k/a Corus L.P.	Canada
Aleris Aluminum Denmark ApS	Denmark
Aleris Aluminum Duffel BVBA f/k/a Corus Aluminium BVBA	Belgium
Aleris Aluminum Europe, Inc.	Delaware
Aleris Aluminum France SAS	France
Aleris Aluminum GmbH f/k/a Corus Aluminium GmbH	Germany
Aleris Aluminum Italy Srl f/k/a Corus Aluminium Rolled Products, Italia Srl	Italy
Aleris Aluminum Japan, Ltd. f/k/a Corus Aluminium Japan, Ltd.	Japan
Aleris Aluminum Koblenz GmbH f/k/a Corus Aluminium Walzprodukte GmbH	Germany
Aleris Aluminum Netherlands B.V. f/k/a Corus Aluminium Rolled Products B.V.	Netherlands
Aleris Aluminum Sales Europe GmbH f/k/a Aleris Aluminium Products GmbH	Germany
Aleris Aluminum Service Center NV f/k/a Corus Aluminium Service Center NV	Belgium
Aleris Aluminum Spain, S.A. f/k/a Corus Aluminium Espana SA	Spain
Aleris Aluminum UK Limited	United Kingdom
Aleris Aluminum Vogt GmbH [sp z.o.o.] f/k/a Corus Aluminium Profiltechnik GmbH sp. z o.o.	Poland
Aleris Aluminum Vogt GmbH f/k/a Corus Aluminium Profiltechnik GmbH	Germany
Aleris Asia Pacific International (Barbados) Ltd.	Barbados
Aleris Asia Pacific Limited	Hong Kong
Aleris Asia Pacific Zinc (Barbados) Ltd.	Barbados
Aleris Belgium BVBA	Belgium
Aleris Deutschland Beteiligungsunternehmen Duffel GmbH	Germany
Aleris Deutschland Holding GmbH	Germany
Aleris Deutschland Vier GmbH & Co. KG	Germany
Aleris Deutschland Vierte Verwaltungs GmbH	Germany
Aleris Gibraltar Limited	Gibraltar
Aleris Global Luxembourg S.a.r.l	Luxembourg
Aleris Holding Belgium BVBA	Belgium
Aleris Holding Canada Limited	Canada
Aleris Holding Luxembourg S.a.r.l	Luxembourg
Aleris Holding Luxembourg S.a.r.l & Co. KG	Germany
Aleris Holding Norway AS	Norway
Aleris Hylite B.V. f/k/a Corus Hylite B.V.	Netherlands
Aleris Latasa Reciclagem S.A.	Brazil
Aleris Luxembourg S.a.r.l	Luxembourg
Aleris Mexico, S. de R.L. de C.V. f/k/a IMCO Reciclaje de Mexico, S. de R.L. de C.V.	Mexico
Aleris New Gibraltar Limited	Gibraltar
Aleris Nuevo Leon, S. de R.L. de C.V. f/k/a IMCO Reciclaje de Nuevo Leon, S. de R.L. de C.V.	Mexico
Aleris Participacoes Ltda. (formerly Aleris South America Ltda.)	Brazil
Aleris Reciclagem Ltda. f/k/a IMCO Reciclagem de Materiais Indústria e Comércio Ltda.	Brazil
Aleris Reciclaje Servicios Administrativos, S. de R.L. de C.V. f/k/a IMCO Reciclaje Servicios Administrativos, S. de R.L. de C.V.	Mexico

	PLACE OF INCORPORATION
Aleris Reciclaje Servicios de Manufactura, S. de R. L. de C.V. f/k/a IMCO Reciclaje Servicios de Manufactura, S. de R.L. de C.V.	Mexico
Aleris Recycling (German Works) GmbH f/k/a VAW-IMCO Guß und Recycling GmbH	Germany
Aleris Recycling (Swansea) Ltd. f/k/a IMCO Recycling (UK) Ltd.	United Kingdom
Aleris Recycling Holding B.V. f/k/a IMCO Recycling Holding B.V.	Netherlands
Aleris Recycling Netherlands B.V.	Netherlands
Aleris Specification Alloy Products Canada Company	Canada
Aleris Switzerland GmbH	Switzerland
Aleris Technology (Netherlands) BV	Netherlands
Alerisalu Aluminium Portugal, Unipessoal, Lda. f/k/a Hoogovens Aluminium Portugal Lda.	Portugal
Alumox AS	Norway
Aurora Acquisition Holdings, Inc.	Delaware
BUG-Alutechnik GmbH	Germany
Duinlust Grundstucks GmbH	Germany
Dutch Aluminum C.V.	Netherlands
Granular Aluminum Products, Inc.	Indiana
Grundstucksverwaltungsgesellschaft Objekt Wallershein GmbH	Germany
HT Aluminum Specialties, Inc.	Illinois
IMSAMET of Arizona	Arizona
MetalChem Handel GmbH	Germany
Reox AS	Norway

EXHIBIT 2

**Significant Creditors and/or Equityholders of the Debtors, and/or
Other Parties in Interest that are Past and/or Present Clients or Affiliates of Past and/or
Present Clients**

A.E., Inc.
ABN Amro Bank N.V.
ACA
Aladdin
Alcan Rolled Products-Ravenwood, LLC
Aleris
Alliance
Allianz U.S. Global
Allied Irish Banks, plc
Amacor
American Electric Power
American International Group
Apollo
Ares
AT&T Communications Systems Southeast
Atmos Energy
Avaya, Inc.
Avista Utilities
Baker & McKenzie
Banc of America Securities LLC
Bank of America Correspondent Lending
Bank of America, N.A
Bank of Montreal
Barclays Bank PLC
Behr
Blackstone
Blue Cross/Blue Shield
Capstone
Carlyle
Caspian
Castech Aluminum Group Inc.
Charter One
Citibank, N.A.
Citicorp North America Inc.
Citigroup Global Markets Inc.
Clinton
Comalco (US) Holding, Inc.
Commerzbank AG, New York and Grand Cayman Branches
Conseco
Cox Communications
Credit Suisse

Credit Suisse International
Credit Suisse, Cayman Islands Branch
Deutsche Bank AG London
Deutsche Bank AG New York Branch
Deutsche Bank AG, Canada Branch
Dresdner Bank AG, Grand Cayman Branches
Dryden IX – Senior Loan Fund 2005 p.l.c.
Dryden V – Leveraged Loan CDO 2006
Dryden VII – Leveraged Loan CDO 2004
Dryden X-Euro CLO 2005 p.l.c.
Dryden XI – Leveraged Loan CDO 2006
Dryden XIV – Euro CLO 2006 p.l.c.
Dryden XV Euro CLO 2006 PLC
Dryden XVI – Leverage Loan CDO 2004
Duke Energy
Eaton Vance
Ernst & Young
Euramax
Feingold
Ferrellgas
Fidelity
Fireman's Fund Insurance Co.
Ford Motor Company
Fortis
Fortis Bank NV/SA Cayman Islands Branch
General Electric Capital Corporation
Globe Metallurgical, Inc.
GoldenTree Loan Opportunities I, Ltd.
Goldman Sachs Asset Management
Goldman Sachs Asset Management CLO, PLC
Goldman Sachs Credit Partners L.P.
Grant Thornton LLP
Great American Insurance Co.
Guardsmark
Halcyon Structured Asset Management
HFA, Inc.
Highland
Honda Trading America
IMC Global
Invesco Capital Management
J.P. Morgan Securities Ltd.
J.P. Morgan Whitefriars Inc.
John Hancock Life Insurance Company
Jones Day
JPMorgan Chase 401(k) Savings Plan

JPMorgan Chase Bank, N.A.
Kaiser Aluminum & Chemical (Europe) Inc.
Kaiser Aluminum & Chemical International Co.
Kaiser Aluminum Europe Inc.
Lehman Brothers Asset Management
Lehman Commercial Paper Inc., UK Branch
Lufkin
MacKay Shields LLC
Martin Marietta Aluminum Inc.
MCI
McKinsey & Co.
Merrill Lynch Capital
Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc.
Milbank Tweed Hadley McCloy LLP
Morgan Stanley
Morgan Stanley Special Situations Group, Inc.
Mutual of Omaha
New York Life Insurance
Nomura
Novelis Corp.
Noveon, Inc.
Oaktree
Oaktree Capital
Ohio Edison
Oklahoma Natural Gas Co.
Owens Corning
Pactiv
Pitney Bowes
PNC Bank
PPG Industries
Princeton
Prudential Insurance Company of America
Putnam
Qualcomm
Qwest
RBC Royal Bank of Canada
RMF
RMF Euro CDO II S.A.
RMF Euro CDO IV Plc.
RMF Euro CDO V Plc.
Rohm and Haas Defined Benefit Master Trust
Seneca
Societe Generale
Standard Insurance Company
State of California

State of Delaware
Sumitomo Trust
SunTrust Banks, Inc.
TCF Leasing
Teachers Insurance & Annuity Association of America, Inc.
The Chubb Corporation
CIT Group/Business Credit, Inc.
Lincoln National Life Insurance Company
Time Warner Telecom
Toyota Tsusho
TPG
TPG Capital L.P.
Travelers'
UBS AG, Stamford Branch
UBS Limited
United Mine Workers, AFL-CIO and Local 4994 or United Mine Workers of America (UMWA)
Verizon
Wachovia Bank, National Association
Wachovia Capital Bank, Canada
Wal-mart Stores, Inc.
Wells Fargo Bank, N.A.
Wells Fargo Foothill, LLC
White & Case LLP
Xerox Corporation