

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

Dynamic Aerostructures LLC, *et al.*,
Debtors.¹

Chapter 11

Case No. 25-10292 (LSS)

(Jointly Administered)

Hrg. Date: 3/25/2025 @ 11:00 a.m. (ET)

Obj. Due: 3/18/2025 @ 4:00 p.m. (ET)

**APPLICATION OF THE DEBTORS FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF CHIPMAN BROWN CICERO & COLE,
LLP, AS CO-COUNSEL TO THE DEBTORS EFFECTIVE AS OF THE PETITION
DATE**

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned, jointly administered bankruptcy cases (the “**Chapter 11 Cases**”), hereby submit this application (the “**Application**”) pursuant to sections 327(a), 328(a), and 1107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”), Rules 2014(a), 2016(b), and 5002 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), for entry of an order authorizing the retention and employment of Chipman Brown Cicero & Cole, LLP (“**CBCC**”), as co-counsel to the Debtors effective as of the Petition Date (as defined herein). The facts and circumstances supporting this Application are set forth herein and in the declaration of Mark L. Desgrosseilliers (the “**Declaration**”), attached hereto as **Exhibit A**, and the Declaration of Eric N. Ellis in support of this Application, attached hereto as **Exhibit C**, and incorporated herein by reference. In further support of this Application, the Debtors respectfully state as follows:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: Dynamic Aerostructures LLC (3076); Dynamic Aerostructures Intermediate LLC (9800); and Forrest Machining LLC (3421). The Debtors’ service address is 27756 Avenue Mentry, Valencia, California 91355.



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JURISDICTION, VENUE, AND STATUTORY PREDICATES

1. The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has jurisdiction over the Chapter 11 Cases and this matter under 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012.

2. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A).

3. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final judgment or order with respect to this Application if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

4. Venue is proper in this district under 28 U.S.C. §§ 1408 and 1409.

5. The statutory predicates for the relief sought herein are sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code. The relief is also appropriate in accordance with Bankruptcy Rules 2014(a), 2016(b), and 5002, and Local Rule 2014-1.

BACKGROUND

6. On February 26, 2025 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in this Court.

7. The Debtors have continued in possession of their properties and have continued to operate and manage their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

8. No request has been made for the appointment of a trustee or examiner. To date, no committee has been appointed in the Chapter 11 Cases.

9. The Debtors are a leading manufacturer and supplier of critical structural components and assemblies for the aerospace and defense industry. The Debtors specialize in complex, large-format structural airframe and wing components, large aluminum structures, and complex assemblies for key aerospace and defense customers such as Lockheed Martin, Northrop Grumman, and Boeing, among others. The Debtors have one of the largest independent aerospace and defense manufacturing sites in North America, operating out of 226,000 square feet across two facilities in Southern California.

10. The factual background relating to the Debtors' commencement of these cases is set forth in detail in the *Declaration of Eric N. Ellis in Support of Debtors' Chapter 11 Petitions and First Day Motions* (Docket No. 2) (the "**First Day Declaration**"),² filed on the Petition Date and incorporated herein by reference.

RELIEF REQUESTED

11. By this Application, the Debtors respectfully request that this Court enter an order, substantially in the form attached hereto as **Exhibit B**, authorizing the employment and retention of CBCC as their Delaware co-counsel in these Chapter 11 Cases effective as of the Petition Date.

12. The Debtors also have sought to retain Ropes & Gray LLP ("**R&G**") as their counsel in these cases. CBCC will work closely with R&G and the Debtors' other professionals to take whatever steps are necessary and appropriate to implement a carefully constructed division of services and to avoid duplication of effort.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the First Day Declaration or the Declaration.

CBCC'S QUALIFICATIONS

13. The Debtors recognize that the selection and managing of restructuring counsel requires a comprehensive process to ensure that restructuring professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-restructuring engagements.

14. The Debtors seek to retain CBCC as their Delaware counsel in the Chapter 11 Cases because of the CBCC's extensive experience and knowledge in the fields of debtors' and creditors' rights, business reorganizations, and liquidations under chapter 11 of the Bankruptcy Code, its expertise, experience, and knowledge practicing before this Court, its proximity to the Court, and its ability to respond quickly to emergency hearings and other emergency matters in this Court. Accordingly, the Debtors have determined that CBCC has the resources and experience necessary to represent them in these cases. The Debtors considered only CBCC for the role as Delaware counsel in the Chapter 11 Cases. The Debtors believe that CBCC's employment is in the best interest of the Debtors, their estates and their creditors. Thus, the Debtors desire that CBCC represent them in connection with these Chapter 11 Cases, along with R&G.

15. The Debtors recognize that in large Chapter 11 Cases such as these, it is possible that there may be unforeseen fees and expenses that will need to be addressed by the Debtors and CBCC. The Debtors also recognize that it is their responsibility to monitor closely the billing practices of CBCC and their other professionals to ensure that fees and expenses paid by their estates remain consistent with the Debtors' expectations, taking into account the exigencies and other circumstances of the Chapter 11 Cases. To that end, the Debtors will continue to review and monitor the regular invoices submitted by CBCC.

16. As is the Debtors' historical practice, the Debtors will continue to monitor the fees and expense reimbursement process during the Chapter 11 Cases and ensure the Debtors are an active participant in that process. Recognizing that every chapter 11 case is unique, the Debtors, together with CBCC, will use the budgeting process to provide guidance on the period of time involved and the level of attorneys and professionals that will work on various matters, as well as the projection of average hourly rates for the attorneys and professionals for such matters.

SCOPE OF EMPLOYMENT

17. The professional services that CBCC expects to render to the Debtors include, but shall not be limited to, the following:

- (a) providing legal advice with respect to the Debtors' powers and duties as debtors in possession in the continued operation of their businesses and management of their properties;
- (b) negotiating, drafting, and pursuing all documentation necessary in these Chapter 11 Cases;
- (c) preparing on behalf of the Debtors all applications, motions, answers, orders, reports, and other legal papers necessary to the administration of the Debtors' estates;
- (d) appearing in Court and protecting the interests of the Debtors before the Court;
- (e) assisting with any disposition of the Debtors' assets, by sale or otherwise;
- (f) negotiating and taking all necessary or appropriate actions in connection with a plan or plans of reorganization and all related documents thereunder and transactions contemplated therein;
- (g) attending all meetings and negotiating with representatives of creditors, the United States Trustee, and other parties in interest;
- (h) providing legal advice regarding bankruptcy law, corporate law, corporate governance, transactional, litigation, and other issues to the Debtors in connection with the Debtors' ongoing business operations; and
- (i) performing all other legal services for, and providing all other necessary legal advice to, the Debtors that may be necessary and proper in these Chapter 11 Cases.

18. Subject to the Court's approval of this Application, CBCC has indicated that it is willing to serve as co-counsel to the Debtors in the Chapter 11 Cases with R&G and to perform the services described above.

PROFESSIONAL COMPENSATION

19. Section 328(a) of the Bankruptcy Code authorizes the employment of a professional person on any reasonable terms and conditions of employment, including on an hourly basis. *See* 11 U.S.C. § 328(a). CBCC intends to apply for compensation for professional services rendered in connection with these Chapter 11 Cases subject to the approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and orders of this Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by CBCC. CBCC has advised the Debtors that the current hourly rates applicable to the principal attorneys and paralegals proposed to represent the Debtors are as follows:

PROFESSIONAL	RATE PER HOUR
Robert A. Weber	\$875.00
Mark Desgrosseilliers	\$850.00
Daniel G. Egan	\$750.00
Renae M. Fusco	\$350.00

20. Other attorneys and paralegals will render services to the Debtors as needed. As of the date of the Declaration, CBCC's current hourly rates range from \$545.00 to \$950.00 per hour for partners, \$395.00 to \$595.00 per hour for associates and counsel, and \$300.00 to \$350.00 per hour for paralegals. The Debtors understand that the hourly rates set forth above are subject to periodic adjustments in the ordinary course of business.

21. The hourly rates set forth above are CBCC's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate CBCC for its work and to cover fixed and routine overhead expenses. It is CBCC's policy to charge its clients in all areas of practice for expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, photocopying, witness fees, travel expenses, certain secretarial and other overtime expenses, filing and recording fees, long distance telephone calls, postage, express mail and messenger charges, computerized legal research charges and other computer services, expenses for "working meals," and telecopier charges. CBCC will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to its other clients, subject to this Court's approval of such expenses pursuant to the Bankruptcy Code, such Bankruptcy Rules as may from time to time be applicable, such Local Rules as may from time to time be applicable, and such procedures as may be fixed by order of this Court. CBCC believes that failure to charge these expenses would require the firm to increase its current hourly rates.

PAYMENTS AND RETAINERS RECEIVED PRIOR TO THE PETITION DATE

22. On December 4, 2024, CBCC received a retainer payment from the Debtors totaling \$150,000.00. That retainer was supplemented as follows:

- 12/27/2024 - \$31,395.00;
- 1/10/2025 - \$23,784.50;
- 1/14/2025 - \$29,831.00;
- 1/29/2025 - \$30,357.50;
- 2/6/2025 - \$26,040.00;
- 2/14/2025 - \$30,120.00;
- 2/20/2025 - \$75,000.00; and

- 2/25/2025 - \$50,000.00 (collectively, the “**Security Retainer**”).

23. Prior to the Petition Date, CBCC issued the following invoices to the Debtors, which invoices were drawn against the Security Retainer on the date of the invoice:

- 12/23/2024 - \$31,395.00;
- 1/6/2025 - \$23,784.50;
- 1/13/2025 - \$29,831.00;
- 1/27/2025 - \$30,357.50;
- 2/3/2025 - \$26,040.00;
- 2/10/2025 - \$30,120.00;
- 2/17/2025 - \$44,462.50; and
- 2/25/2025 - \$117,962.50 (for \$77,962.50 in actual incurred fees and expenses and \$40,000.00 in additional estimated prepetition fees and expenses).

24. Following the Petition Date, CBCC reconciled the additional estimated fees and expenses incurred prior to the Petition Date (\$40,000.00) against the actual fees and expenses incurred (\$18,209.00). Following such reconciliation, CBCC continued to hold \$134,391.00 as a Security Retainer to be applied against approved unpaid fees and expenses following a final hearing with respect to the fees and expenses of CBCC in the Chapter 11 Cases.

25. In the one-year period prior to the Petition Date, CBCC incurred no other fees and expenses in its representation of the Debtors with respect to the Debtors’ efforts to pursue strategic alternatives and prepare for the commencement of the Chapter 11 Cases.

26. The Firm’s statement, pursuant to Bankruptcy Rule 2016, of the compensation paid for services rendered by CBCC in the one-year period preceding the Petition Date, and the source of such compensation, is set forth in the Declaration.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

27. The Debtors recognize that a comprehensive review process is necessary when selecting and managing restructuring counsel to ensure that restructuring professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-restructuring engagements.

28. The Debtors considered only CBCC for the engagement as Delaware counsel for the Debtors in these Chapter 11 bankruptcy cases. CBCC was selected because of the firm's extensive experience and knowledge in the fields of debtors and creditors' rights, business reorganizations and liquidations under chapter 11 of the Bankruptcy Code, its expertise, experience, and knowledge practicing before this Court, its proximity to the Court, and its ability to respond quickly to emergency hearings and other emergency matters in this Court. Accordingly, the Debtors have determined that CBCC has the resources and experience necessary to represent them in these cases. The Debtors believe that CBCC's employment is in the best interest of the Debtors, their estates and their creditors. Thus, the Debtors desire that CBCC represent them in connection with these Chapter 11 Cases.

29. CBCC has informed the Debtors that their hourly rates for bankruptcy representations are comparable to (a) the hourly rates they charge for the non-bankruptcy representations, and (b) the rates of other comparably skilled professionals in the national marketplace for legal services. Having had experience with large law firms, I can verify the rates charged by CBCC in connection with the representation are within the range typically charged by similar firms in complex matters.

30. The Debtors recognize that in large chapter 11 cases such as these, it is possible that there may be unforeseen fees and expenses that will need to be addressed by the Debtors and

CBCC. The Debtors also recognize that it is their responsibility to monitor closely the billing practices of CBCC and their other professionals to ensure that fees and expenses paid by their estates remain consistent with the Debtors' expectations taking into account the exigencies and other circumstances of these Chapter 11 Cases. To that end, the Debtors will continue to review and monitor the regular invoices submitted by CBCC.

31. As is the Debtors' historical practice, the Debtors will continue to monitor the fees and expense reimbursement process during these Chapter 11 Cases and ensure the Debtors are an active participant in that process. Recognizing that every chapter 11 case is unique, the Debtors, together with CBCC, will use the budgeting process to provide guidance on the period of time involved and the level of attorneys and professionals that will work on various matters, as well as the projection of average hourly rates for the attorneys and professionals for such matters.

DISINTERESTEDNESS

32. To the best of the Debtors' knowledge and as disclosed herein and in the Declaration: (a) CBCC is a "disinterested person" under section 101(14) of the Bankruptcy Code; (b) CBCC does not hold or represent an interest adverse to the Debtors' estates; and (c) CBCC's partners and associates have no connection to the Debtors, their creditors or their related parties except as may be disclosed in the Declaration.

BASIS FOR RELIEF

33. Section 327(a) of the Bankruptcy Code provides that:

Except as otherwise provided in this section, the trustee, with the court's approval, may employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee's duties under this title.

11 U.S.C. § 327(a).

34. Moreover, Bankruptcy Rule 2014(a) requires that a retention application must state specific facts showing:

- (A) the need for the employment;
- (B) the name of the person to be employed;
- (C) the reasons for the selection;
- (D) the professional services to be rendered;
- (E) any proposed arrangement for compensation; and
- (F) to the best of the applicant's knowledge, all of the person's connections with: the debtor; creditors; any other party in interest; their respective attorneys and accountants; the United States trustee; and any person employed in the United States trustee's office.

Fed. R. Bankr. P. 2014(a)(2).

35. The Debtors have selected CBCC as their counsel with R&G because of CBCC's extensive experience and knowledge in the field of debtor and creditor rights and business reorganizations under chapter 11 of the Bankruptcy Code. Thus, the Debtors believe that CBCC is the best qualified law firm to act as counsel for the Debtors with R&G in connection with these Chapter 11 Cases. As set forth in the Declaration: (a) CBCC does not represent or hold any interest adverse to the Debtors or their estates and (b) CBCC is "disinterested" for purposes of section 327(a) of the Bankruptcy Code. Accordingly, the Debtors submit that the retention of CBCC effective as of the Petition Date is in the best interests of the Debtors, their estates, their creditors, and all other parties-in-interest.

BANKRUPTCY RULE 5002

36. As set forth in the Declaration, no partner or associate of CBCC is a relative of, or has been so connected with, any United States Bankruptcy Judge for the District of Delaware, any of the District Court Judges for the District of Delaware who handle bankruptcy cases, the United

States Trustee for Region 3, the Assistant United States Trustee for the District of Delaware, the attorney for the U.S. Trustee assigned to the Chapter 11 Cases or any other employee of the U.S. Trustee. Accordingly, the appointment of CBCC is not prohibited by Bankruptcy Rule 5002.

**REQUEST FOR APPROVAL OF RETENTION OF CBCC
EFFECTIVE AS OF THE PETITION DATE**

37. The Debtors request that CBCC's retention be made effective as of the Petition Date in order to allow CBCC to be compensated for the work it performs for the Debtors as of and following the Petition Date and prior to the Court's consideration of this Application. On the Petition Date, CBCC turned its attention to urgent matters including, but not limited to, finalizing and filing the Debtors' petitions and first-day pleadings and preparing for the first-day hearing. The Debtors submit that under the circumstances, and to avoid irreparable harm to the Debtors' estates that may occur if CBCC is not immediately retained, retroactive approval to the Petition Date is warranted. *See, e.g., Matter of Arkansas Co.*, 798 F.2d 645, 650 (3d Cir. 1986); *F/S Airlease II, Inc. v. Simon (In re F/S Airlease II, Inc.)*, 844 F.2d 99, 103 (3d Cir. 1988), cert. denied, 488 U.S. 852 (1988); *Indian River Homes, Inc. v. Sussex Trust Co.*, 108 B.R. 46, 51 (D. Del. 1989) (approval of debtor's employment of attorney and real estate agent as of a prior date was not an abuse of discretion).

NO PRIOR REQUEST

38. No prior request for the relief sought in this Application has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that this Court enter an order granting the relief requested herein and such other and further relief as is just and proper.

Dated: March 4, 2025

**DYNAMIC AEROSTRUCTURES LLC, AND ITS
AFFILIATES THAT ARE DEBTORS AND DEBTORS IN
POSSESSION**

/s/ Eric N. Ellis
Eric N. Ellis
President and Chief Executive Officer

EXHIBIT A

Declaration

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Dynamic Aerostructures LLC, *et al.*,
Debtors.¹

Chapter 11

Case No. 25-10292 (LSS)

(Jointly Administered)

**DECLARATION OF MARK L. DESGROSSEILLIERS IN SUPPORT OF THE
APPLICATION OF THE DEBTORS FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF CHIPMAN BROWN CICERO & COLE,
LLP, AS CO-COUNSEL TO THE DEBTORS EFFECTIVE AS OF THE PETITION
DATE**

I, Mark L. Desgrosseilliers, hereby declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury as follows:

1. I am a partner in the law firm of Chipman Brown Cicero & Cole, LLP (“CBCC”), which maintains its principal office at Hercules Plaza, 1313 North Market Street, Suite 5400, Wilmington, Delaware 19801. CBCC also maintains an office in New York, New York.

2. I submit this declaration (the “**Declaration**”) on behalf of CBCC in support of the application (the “**Application**”),² of the Debtors for an order, pursuant to sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a), 2016(b), and 5002, and Local Rule 2014-1, authorizing the retention and employment of CBCC as co-counsel to the Debtors in the Chapter 11 Cases effective as of the Petition Date. Except as otherwise indicated herein, I have

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: Dynamic Aerostructures LLC (3076); Dynamic Aerostructures Intermediate LLC (9800); and Forrest Machining LLC (3421). The Debtors’ service address is 27756 Avenue Mentry, Valencia, California 91355.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.³

3. The facts set forth below are based either upon my personal knowledge, discussions with other partners and associates of CBCC, or review of the client/matter records of CBCC by me or by associates of CBCC acting under my supervision and direction.

DEBTORS' RETENTION OF CBCC

4. The Debtors have filed the Application to retain CBCC, subject to this Court's approval, as bankruptcy co-counsel to the Debtors. The professional services that CBCC expects to render to the Debtors include, but are not limited to:

- (a) providing legal advice with respect to the Debtors' powers and duties as debtors in possession in the continued operation of their businesses and management of their properties;
- (b) negotiating, drafting, and pursuing all documentation necessary in these Chapter 11 Cases;
- (c) preparing on behalf of the Debtors all applications, motions, answers, orders, reports, and other legal papers necessary to the administration of the Debtors' estates;
- (d) appearing in Court and protecting the interests of the Debtors before the Court;
- (e) assisting with any disposition of the Debtors' assets, by sale or otherwise;
- (f) negotiating and taking all necessary or appropriate actions in connection with a plan or plans of reorganization and all related documents thereunder and transactions contemplated therein;
- (g) attending all meetings and negotiating with representatives of creditors, the United States Trustee, and other parties in interest;
- (h) providing legal advice regarding bankruptcy law, corporate law, corporate governance, transactional, litigation, and other issues to the Debtors in connection with the Debtors' ongoing business operations; and

³ Certain of the disclosures herein relate to matters within the knowledge of other attorneys at CBCC.

- (i) performing all other legal services for, and providing all other necessary legal advice to, the Debtors that may be necessary and proper in these Chapter 11 Cases.

5. The professional services CBCC expects to render include matters that are not appropriately handled by R&G due to a potential or actual conflict of interest with certain creditors of the Debtors or are otherwise matters that CBCC is tasked to handle by the Debtors, and to perform such other discrete duties related to the administration of these Chapter 11 Cases described herein.

6. CBCC has the resources and experience necessary to represent the Debtors in these Chapter 11 Cases as bankruptcy co-counsel because of CBCC's extensive experience and knowledge in the fields of debtor and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code.

PROFESSIONAL COMPENSATION

7. Section 328(a) of the Bankruptcy Code authorizes the employment of a professional person on any reasonable terms and conditions of employment, including on an hourly basis. *See* 11 U.S.C. § 328(a). CBCC intends to apply for compensation for professional services rendered in connection with these Chapter 11 Cases subject to the approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and orders of this Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by CBCC. CBCC has advised the Debtors that the current hourly rates applicable to the principal attorneys and paralegals proposed to represent the Debtors are as follows:

PROFESSIONAL	RATE PER HOUR
Robert A. Weber	\$875.00
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Rena M. Fusco	\$350.00

8. Other attorneys and paralegals will render services to the Debtors as needed. As of the date of the Declaration, CBCC's current hourly rates range from \$545.00 to \$950.00 per hour for partners, \$395.00 to \$595.00 per hour for associates and counsel, and \$300.00 to \$350.00 per hour for paralegals. The Debtors understand that the hourly rates set forth above are subject to periodic adjustments in the ordinary course of business.

9. The hourly rates set forth above are CBCC's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate CBCC for its work and to cover fixed and routine overhead expenses. It is CBCC's policy to charge its clients in all areas of practice for expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, photocopying, witness fees, travel expenses, certain secretarial and other overtime expenses, filing and recording fees, long distance telephone calls, postage, express mail and messenger charges, computerized legal research charges and other computer services, expenses for "working meals," and telecopier charges. CBCC will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to its other clients, subject to this Court's approval of such expenses pursuant to the Bankruptcy Code, such Bankruptcy Rules as may from time to time be applicable, such Local Rules as may from time to time be applicable, and such procedures as may be fixed by order of this Court. CBCC believes that failure to charge these expenses would require the firm to increase its current hourly rates.

PAYMENTS AND RETAINERS RECEIVED PRIOR TO THE PETITION DATE

10. On December 4, 2024, CBCC received a retainer payment from the Debtors totaling \$150,000.00. That retainer was supplemented as follows:

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- 1/10/2025 - \$23,784.50;
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- 1/29/2025 - \$30,357.50;
- 2/6/2025 - \$26,040.00;
- 2/14/2025 - \$30,120.00;
- 2/20/2025 - \$75,000.00; and
- 2/25/2025 - \$50,000.00 (collectively, the “**Security Retainer**”).

11. Prior to the Petition Date, CBCC issued the following invoices to the Debtors, which invoices were drawn against the Security Retainer on the date of the invoice:

- 12/23/2024 - \$31,395.00;
- 1/6/2025 - \$23,784.50;
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- 2/3/2025 - \$26,040.00;
- 2/10/2025 - \$30,120.00;
- 2/17/2025 - \$44,462.50; and

- 2/25/2025 -\$117,962.50 (for \$77,962.50 in actual incurred fees and expenses and \$40,000.00 in additional estimated prepetition fees and expenses).

12. Following the Petition Date, CBCC reconciled the additional estimated fees and expenses incurred prior to the Petition Date (\$40,000.00) against the actual fees and expenses incurred (\$18,209.00). Following such reconciliation, CBCC continued to hold \$134,391.00 as a Security Retainer to be applied against approved unpaid fees and expenses following a final hearing with respect to the fees and expenses of CBCC in the Chapter 11 Cases.

13. In the one-year period prior to the Petition Date, CBCC incurred no other fees and expenses in its representation of the Debtors with respect to the Debtors' efforts to pursue strategic alternatives and prepare for the commencement of the Chapter 11 Cases.

14. CBCC intends to seek compensation for all time and expenses associated with its retention in accordance with sections 330 and 331 of the Bankruptcy Code and any orders of this Court, including the preparation of the Application, this Declaration, and related documents, as well as any monthly fee statements or interim or final fee applications.

15. Other than as set forth herein, there is no proposed arrangement to compensate CBCC. CBCC has not shared, nor agreed to share: (a) any compensation it has received or may receive with any other party or person, other than with the partners and associates of CBCC; or (b) any compensation another person or party has received or may receive.

16. Consistent with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*, I submit the following information:

- (a) CBCC did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement;
- (b) None of CBCC's professionals included in this engagement have varied their rate based on the geographic location for these Chapter 11 Cases;

- (c) CBCC did not represent the Debtors prior to the Petition Date other than in connection with preparing the Chapter 11 Cases; and
- (d) CBCC, in conjunction with the Debtors' advisors, is working with our client on developing an estimated budget and staffing plan for approximately the first eight weeks of these proceedings.

17. By separate application, the Debtors will ask the Court to approve the retention of Ropes & Gray LLP as counsel to the Debtors. The Debtors will also file motions or applications to employ additional professionals and/or ordinary course professionals. CBCC will work closely with the Debtors' other professionals to avoid any unnecessary duplication of effort.

18. By reason of the foregoing, I believe CBCC is eligible for employment and retention by the Debtors pursuant to sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code and the applicable Bankruptcy Rules.

CBCC'S DISCLOSURE PROCEDURES

19. To the best of my knowledge and information after due inquiry, and except as disclosed herein: (a) CBCC has no interest adverse to the Debtors or to the Debtors' estates; and (b) CBCC is a "disinterested person" for purposes of section 327(a) of the Bankruptcy Code. For so long as CBCC represents the Debtors, and absent further order of this Court, CBCC will not represent any entity other than the Debtors in connection with the Chapter 11 Cases.

20. As more fully described hereinafter, CBCC maintains a computer client database (the "**Client Database**") containing the names of all of CBCC's current and former clients and, where practical, the known affiliates of those clients. In connection with preparing this Declaration, I caused to be submitted to, and caused to be checked against, the Client Database, those potentially interested parties in these cases listed on **Exhibit 1** hereto, which party names were provided to CBCC by the Debtors (collectively, the "**Potentially Interested Parties**"). CBCC compared the names of the Potentially Interested Parties against the Client Database. Based

upon my review of the Potentially Interested Parties and the report from CBCC's Client Database, I have determined that CBCC has or had a relationship with certain Potentially Interested Parties as identified in CBCC's conflict check and disclosed on Exhibit 2 attached hereto.

21. Through a firm wide email, CBCC solicited information from its attorneys to determine whether any attorneys employed by CBCC are related to the Bankruptcy Judge presiding over these cases, the United States Trustee for Region 3, or any attorney known to CBCC to be employed in the Wilmington Office of the United States Trustee. CBCC also solicited information from its attorneys to determine if any attorneys employed by CBCC are equity security holders of the Debtors. Based upon this review, no such connections have been discovered to date. In the event that any additional information is received, CBCC will supplement this Declaration to the extent necessary.

22. CBCC maintains and systematically updates its Client Database in the ordinary course of business, and it is the regular practice of CBCC to make and maintain these records. The Client Database maintained by CBCC is designed to include every matter on which CBCC is now or has been engaged, the entity by which CBCC is now or has been engaged, and, in each instance, the identity of related parties, adverse parties, and the name of an attorney at CBCC who is knowledgeable about the matter. It is the policy of CBCC that no new matter may be accepted or opened without completing and submitting to those charged with maintaining the Client Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, the Client Database is regularly updated for every new matter undertaken by CBCC.

23. CBCC may have connections to certain creditors and other parties-in-interest in the Chapter 11 Cases. Those connections may include representation of the entity, an affiliate, or

related party, as well as representation of parties adverse to such parties, affiliates, or related parties in matters unrelated to these cases. In addition, it is possible that CBCC and certain of its partners and associates may have in the past represented, may currently represent, and may in the future represent parties-in-interest of the Debtors in connection with matters unrelated to the Debtors or these cases. Moreover, CBCC appears in many cases, proceedings, and transactions involving different attorneys, financial consultants, and investment bankers, some of which may now or in the future represent the Debtors, Potentially Interested Parties or other parties-in-interest in these cases. From time to time, CBCC will supplement this Declaration to the extent necessary.

24. To the best of my knowledge, information and belief, CBCC does not represent or hold any interest adverse to the Debtors or their estates. Accordingly, I believe that CBCC satisfies the requirements for employment as counsel to the Debtors pursuant to section 327(a) of the Bankruptcy Code.

25. CBCC is a “disinterested person” as that term is defined in 11 U.S.C. § 101(14) in that CBCC, its partners, and associates:

- are not creditors, equity security holders, or insiders of the Debtors;
- are not and were not, within two (2) years before the date of the filing of the petitions, a director, officer, or employee of the Debtors; and
- do not have an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

26. CBCC and certain of its partners and associates may have in the past represented and may currently represent and likely in the future will represent creditors of the Debtors in connection with matters unrelated to the Debtors and the Chapter 11 Cases. At this time, CBCC is not aware of such representations, except as disclosed herein.

27. No partner or associate of CBCC is a relative of, or has been so connected with,

any United States Bankruptcy Judge for the District of Delaware, any of the District Court Judges for the District of Delaware who handle bankruptcy cases, the United States Trustee for Region 3, the Assistant United States Trustee for the District of Delaware, the attorney for the U.S. Trustee assigned to these Chapter 11 Cases, or any other employee of the U.S. Trustee, except as set forth herein.

28. The facts set forth below are based either upon my personal knowledge, discussions with other partners and associates of CBCC, and client/matter records of CBCC reviewed by me or by professionals of CBCC acting under my supervision and direction.

**REQUEST FOR APPROVAL OF RETENTION OF CBCC
EFFECTIVE AS OF THE PETITION DATE**

29. For the reasons stated in the Application, CBCC has requested, and the Debtors have agreed, that CBCC's retention be approved effective as of the Petition Date, in order to allow CBCC to be compensated for the work it has performed for the Debtors prior to the Court's consideration and approval of the Application.

30. By reason of the foregoing, I believe CBCC is eligible for employment and retention by the Debtors pursuant to sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code and the applicable Bankruptcy Rules.

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

Executed on March 4, 2025

/s/Mark L. Desgrosseilliers
Mark L. Desgrosseilliers

EXHIBIT 1

Potential Parties in Interest

Potential Parties in Interest¹

1. Debtors

Dynamic Aerostructures LLC
Forrest Machining LLC
Dynamic Aerostructures Intermediate LLC

2. Debtors' Restructuring Professionals

Berkeley Research Group, LLC
Configure Partners, LLC
Ropes & Gray LLP
Chipman Brown Cicero & Cole, LLP
C Street Advisory Group, LLC
Verita Global, LLC

3. Restructuring Professionals for Lenders, Trustees, Agents, and Other Secured Parties

King & Spalding LLP
Young Conaway Stargatt & Taylor, LLP
Katten Muchin Rosenman LLP
Womble Bond Dickinson (US) LLP
Ernst & Young US LLP

4. Ordinary Course Professionals

Hedman Partners LLP
Orrick, Herrington & Sutcliffe LLP
Hackler Flynn & Associates, APC
RSM US LLP
Brewer & Tominaga LLP
Myers Widders Gibson Jones & Feingold LLP
McDermott & Bull

5. Lenders, Trustees, Agents, and Other Secured Parties

CRG Financial LLC
BMO Bank N.A.
Mitsubishi HC Capital America
Global Finance Group, Inc.
Ford Motor Credit Company
Dell Financial Services LLC

¹ This list (and the categories contained herein) are for purposes of a conflicts check and should not be relied upon by any party as a list of creditors or for any other purpose.

Leaf Capital Funding, LLC
CDS (Complete Document Solutions)
USbank (IOTEC)

6. Banks

BMO Bank N.A.
Bank of America N.A.

7. Current and Former Directors and Officers

Eric Ellis
Steve Finley
Michael Zawalski
General Merrill McPeak
Derek Eve
Leland Jones
Tim Mickael
John Weyers
Theresa Johnson

8. Equity Holders

Endeavour Capital Fund VIII, L.P.
Tim Mickael
Endeavour Executive Fund VIII, L.P.
NS Honeymoon Trust
Grande Kinder Trust
Michael Zawalski
General Merrill McPeak
Sevak Piry
Jill Winkler
John Weyers

9. Landlords

Rexford Industrial – 27712 Avenue Mentry, LLC
Rexford Industrial – 27756 Avenue Mentry, LLC

10. Vendors & Contract Counterparties

194 Consulting Solutions
3M Technical Ceramics Inc.
A & M Welding Inc.
A&S Metal Recycling, Inc
A Tech Authority Inc.

A&A Aerospace Inc.
A.M. Castle and Company West
A.N. Deringer Inc.
AA Mar
AAA Plating & Inspection Inc.
Abrasive Finishing Company
Accupost Corporation
ACE Clearwater Enterprises Inc.
Ace Paper
Acromil Corporation
ACT Aerospace
ActiveCyber
Active Fasteners & Supply Inc.
Adept Fasteners
Adobe Creative
Advanced Technology Company Inc.
Aero Chip Inc.
Aero Technology Company
Aerocraft Heat Treating Company Inc.
Aerodyne Alloys LLC
Aerospace Multi-Axis Machining
Aerospace Process Distribution
Aerospace Technology
Aerotech Precision Machining
Air Components Inc.
Aircraft Crating Inc.
Aircraft X-Ray Laboratories Inc.
Airgas, Inc.
Alatec, Inc.
Alco Service and Supply Company
Arconic Corporation
All Metals Processing Inc.
All Power Manufacturing Inc.
All Valley Hose & Industrial Supply
All World Machinery Supply
Alloy Machining Services, Inc.
Alloy Processing Inc.
AllTech Precision Manufacturing
Alta Foodcraft Refreshment Service
Altemp Alloys LLC
Aluminum Precision Products Inc.
Amamco Tool
Amazon.com
American Abrasive & Tool Inc.
American Aerospace Material Inc.
American Aircraft Products, Inc.
American Fiber & Finishing, Inc.

American Gear Manufacturing Company
American Handforge
American Lift & Equipment Inc.
American Rotary Tools Company
AMI Metals Inc.
Amtek LLC
Angeles Steel Services
Anodyne Inc.
Applied Tool and Supply Inc.
Arconic Corporation
Arlington International Aviation Products
Arro-Jet Engineering & Consulting
Arrow Thompson Metals Inc.
Arrowhead Engineering
ASK Corporation
Aspen Management Company
Associated Concrete Products Inc.
Associates Leasing Inc.
Astro Aluminum Treating Company Inc.
Astro Cut Engineering
Astromatic Inc.
Atlantic Mutual Company
Atlas Testing Laboratories Inc.
Aurora Bearing Company
Aurora Casting and Engineering Inc.
Automatic Data Processing Inc.
Avibank Manufacturing Inc.
Barnes Aerospace Inc.
Bellis Steel Company Inc.
BJG Electronics Inc.
Bluestreak Aerospace
Bodycote plc
Bonelli's Sandblasting
Borrmann Metal Center
Bourdela's Grinding Company Inc.
Bowman Plating Company Inc.
BRALCO Metals, Inc.
BrightView Landscape Services Inc.
Burbank Steel Treating Inc.
Busby Metals Inc.
Butler Compressor & Spray Equipment Co.
C3 Complete
C A C Deburring Corporation
CBT Nuggets, LLC
C&G Enterprise
C&H Hydraulics Inc.
CAD Manufacturing Inc.

California Broach Company
California Cooling & Consulting LLC
California Drop Forge Inc.
California Hobby Distributors
California-Sierra Transformer Inc.
California Technical Machining
Canyon Crane Service
Carlton Forge Works Inc.
Carr Lane Manufacturing Company
Cascade Industrial Services Corporation
CBC Cleaning and Construction Inc.
CCC Steel Inc.
CDW Computer Centers Inc.
Cena & Sons Manufacturing Company
Century Machinery Company Inc.
CERTEX USA
Certified Steel Treating Corporation
City Plating and Metal Finishing LLC
Clark & Wheeler Engineering
Click Bond Inc.
CNC Signs
CNC Surgeon Inc.
Coast Plating Inc.
Coastal Video Communications Corporation
College of the Canyons Employee Training Institute
Command Tooling Systems
Complete Document Solutions
Compmedix LLC
Computerized R&D
Connell Processing Inc.
Continental Forge Company
Continental Heat Treating Inc.
COR Aircraft Supply
Cortez Industrial CNC Repair
Craftech Metal Forming Inc.
Craig Numerical Control Programming
Creative Solutions
Creform Corporation
Crown Lift Trucks
Custom Manufacturing Services, Inc.
Custom Metal Fabrication
Cybercut Precision Machining
Cygnus Inc.
D.A. Stuart Co.
Dasco Engineering Corporation
Daymark Ltd.
Decisive Testing Inc.

Delafield Corporation
Dell Technologies Inc.
Deltek, Inc
Denson Sales Co.
Dieform LLC
Digital Services Company
Dillon Aircraft Deburring Inc.
Dillon-Quality Plus Inc.
Dion & Sons Inc.
DiscountShopTowels.com
Dixie Aerospace Inc.
DLX Company
Docusign Inc.
DOX Calibration Inc.
DreamHost
Duhig & Company Inc.
Durkee Testing Laboratories Inc.
Eagle Cutting & Supply LLC
Eagle Eye Calibration Labs Inc.
Earle M. Jorgensen Company
Eci Software Solutions Inc.
Ecolab Inc.
Edwards Lapping Company
Element Materials Technology
Embee Processing LLC
EME Inc.
Engineered Ceramics
EnMark & Associates Ltd.
Enterprise Holdings Inc.
Environmental HELP Inc.
EOF Furniture Works
ETA Global Inc.
EVJ Machine LLC
Evoqua Water Technologies Corporation
Excel Aerospace Supply Inc.
Exostar LLC
Expo Propane
Falcon Manufacturing Corporation
Farrar Aerospace LLC
Fatigue Technology Inc.
Federal Express Corporation
Ferro Union Company
FGL Environmental Inc.
Fine Quality Metal Finishing Inc.
First Aid Direct of L.A. Inc.
First Care Occupational Medical Group
First Choice Machinery Service Inc.

Fisher Scientific International Inc.
Fives Machining Systems Inc.
Flexi-Liner Corporation
Fluid Tech Hydraulic Services
FLW Inc.
Fontal Controls Inc.
Fortinet Inc
Freshworks Inc
Fry Steel Company Inc.
FTI Services
FUCHS Lubricants Co.
G & G Machinery
G & M Grinding
G Target Manufacturing Group Inc.
GBM Sales
Gerhardt Gear Company Inc.
GKN Aerospace Services Ltd.
Global Crating Inc.
GoDaddy Inc
Golden West Security Inc.
Goldenwest Manufacturing Inc.
Gosiger Inc.
GoToMyPC
GracoRoberts
GreatAmerica Financials Services
Greatglass LLC
GROB Systems Inc.
GSR Technical Sales
Guhring Inc.
GW Richardson Heating & Air Conditioning Inc.
H2O Fire Protection Inc.
Hadco Metal Trading Company LLC
Hames Machine Products
Harvey Titanium Rolled Prod.
Helen Rose Studio
Hexagon AB
Hexagon Metrology
High Performance Alloys Inc.
High Temp Metals
Highland Plating Company Inc.
HITCO Carbon Composites Inc.
Hixson Metal Finishing
Home Depot Credit Services
Howmet Global Fastening Systems Inc.
HRM Machine Inc.
Hydro-Jet Abrasive Machining
Hydromach Inc.

Hyrize LLC
Hy-Speed Machining Inc.
IAPMO Research And Testing Inc.
Imagine That
Inceptra LLC
Independent Measurements
Industrial Steel Treating Company
Industrial Technical Services Inc.
Infinity Precision Inc
Information Professionals Association
Ingersoll Cutting Tool Company
Innovative Machining LLC
InspectionXpert Corporation
Instrumart
Insurance Company of the West
Integral Parts Machining Company
Integral Products Inc.
International Computer and Communications Inc.
Intrinsic Marks International LLC
J.G. Hot Heading Fasteners
Jack X Change
Jamaica Bearings Company Inc.
Jamar Packaging Inc.
Jarecc Company Inc.
Jarnagan & Son
JD2 Inc.
Jetroc Engineering
JJ's Hone Shop
JNC Josett Heating & Cooling
John Montilepre Ent.
John Murray Plumbing
Johns Manville
Johnson Controls Security
Jorgensen Forge Corporation
Kamatics Corporation
Kennametal Inc.
Kennedy Manufacturing Company
Kilsby Roberts Company
Kinnen Supply
Kirkhill Inc.
Kluber Lubricatons N.A.
Knight Industrial Supply Inc.
Kropp Forge
Kubo
L & H Engineering
L & M Precision Inc.
Laird Technologies Inc.

Laminated Shim Company Inc.
Lamsco West Inc.
Landsberg Orora
Lanic Aerospace
Larry A. Burkley
Laser Label Technologies
Laser Measurement Services Inc.
Laser Options Inc.
Lasers Inc.
Laurel Sheet Metal Products Inc.
Lawrence Patterson
Lawrence Ripak Company
Lean Manufacturing Group LLC
LeFiell Manufacturing Co
LensCrafters
Leon Mendoza Trucking
LHB Industries Inc.
Lindberg Corporation
Linde Gas & Equipment
Lopez Burr-Bench
Lou Harris Industrial Tools
Luminescent Systems Inc.
M & C Manufacturing Company
M & E Precision Machining Company
M&M Fasteners Supply Inc.
M.F. Services Inc.
Mac Tools
Madden Machine Works
Magnaplate
Maintech Inc.
Maintenance Technologies Inc.
Marking Methods Inc.
Marpla Engineering
Marshall Tool & Supply Inc.
Martinelli's Office Machines
Master Research & Manufacturing Inc.
Max Industries Inc.
Mayday Manufacturing Company Inc.
McLaughlin Industrial Distributors Inc.
McMaster-Carr Supply Company Inc.
Medina's Blanchard & Double Disc Grinding LLC
Melkes Machine Inc.
Merchants Centralized
Merco Manufacturing Company
Mercury General Corporation
Mesco Modern Engineered Services

Metal Cutting Service
Metal Improvement Company, LLC
Metal Surfaces Inc.
MetalCenter Inc.
Metals Aerospace International
Micro Quality Calibration, LLC
Mid-State Aerospace Inc.
Mike's Tire Man Inc.
MilCom Aerostructures LLC
Miracle Tools America LLC
MISTRAS Group Inc.
Mitchell Laboratories Inc.
Monlan Group
Morrell's Electro Plating Inc.
Mosier Fluid Power
Motion Industries Inc.
MS Inserts & Fasteners Corporation
MSC Industrial Supply Company Inc.
Mulgrew Aircraft Components Inc.
Multax Systems Inc.
Myersville Machine & Rigging Company
Nasa Ames Research Center
National Technical Systems
NC Dynamics Inc.
NDT Metrics Inc.
NDT Systems Inc.
Net-Inspect
New Hampshire Ball Bearings Inc.
NobleTek LLC
NS Manufacturing
NSK Corporation
Nu-Tech Industrial Sales Inc.
On the Road Again
Ong Group LLC
Orange County Broaching Inc.
Orange County Industrial Plastics
Orange County Materials Test Laboratory
Orange Hydraulics Inc.
Orbital Sciences Corporation
Ortiz Tool LLC
Pacific Aerodyne
Pacific Oil Company
Packaging Systems Inc.
Paragon Metals LLC
Parisi Services Inc.
Particle Reduction Service
Patriot Sensors & Control Corporation

Paylocity Corporation
PB Fasteners
PBB USA Inc.
PCC Structurals Inc.
Pervan Industries
Petersen Inc.
Pierce Spafford Metals Company
Pillar Precision
Pioneer Broach Company
Pitt Auto Electric Company
Plasma Technology Inc.
Plas-Tech Resources Inc.
PlastiFab Inc
Pollution Control Specialists
Poly-Metal Finishing Inc.
Polyrock Equipment Company Inc.
Ponam Precision Gages
PPG Industries Inc.
Prairie Ceramics Corporation
PRC - Desoto International Inc.
Precision Aerospace Corporation
Precision Deburring Enterprises Inc.
Precision Instrument Correction Inc.
Premco Forge Inc.
Premier Printer Maintenance
Pride Plating Inc.
Pro Coatings
Process Fab Inc.
Professional Plastics
Professional Quality Non-Destructive Test
Programming Specialties
Progressive Alloy Steels Unlimited
Protocast JLC
Prudential Overall Supply
PTSolutions
QMI Inc.
Quadient Finance USA Inc.
Quadrant Automated Services Inc.
Quality Aluminum Forge LLC
Quality Control Company
Quality Forming Inc.
Quality Tech Manufacturing Inc.
Quality Turning Inc.
Quantum Enterprises
Quill Corporation
R.S. Hughes Company Inc.

RAH Industries Inc.
RAND North America
RBC Bearings Inc.
ReadyRefresh
Reliance Steel & Aluminum Company
Richmond Aircraft Products Inc.
Rickard Metals Inc.
RJ's Work Boots LLC
RMI Titanium Company LLC
RMK Trucking LLC
Rockwell International Corporation
Rohr Inc.
Ron Partain Company
Royal Wholesale Electric
RS Americas Inc.
RTI Advanced Forming Inc.
Rubatex Corporation
Rubbercraft Company
Rutland Tool & Supply Company
RVP Industries
S.L. Fusco Inc.
Safety-Kleen Inc.
Sage IT Inc
Sager Electronics Supply Company
Sahar Laser & Welding Inc.
Salomon Mena
Samuel Airport Metals
Santa Clarita Bearing Company
Saratech
Scepko Tube Swaging & Machining
Schaeffer Manufacturing Company
Schienke Products Inc.
Scicon Technologies
Seal Science Inc.
Selco Products Company Inc.
Service Steel Aerospace Corporation
Servo Products Company
SeyTec Inc.
Shaw Precision Grinding
Shelton Industrial Pattern Inc.
Shercon Inc.
Shop Floor Automations Inc.
Shultz Steel Company
Sid Street
Siemens Corporation
Sierra Alloys Company
Sierra Pacific Supply Company Inc.

Simi Tool Repairs
SMBC MANUBANK
SNK America Inc.
SoCal Pump and Vacuum
Solar Atmospheres of San Diego
Sonic Testing & Engineering
SonicWall, Inc
Southwest United Industries
Spacetrone Titanium Chambers Inc.
Spectraforms
Standard Diamond Inc.
Steel Services Company
Stellex Bandy Machining Inc.
Stretch Forming Corporation
Stroud Systems Inc.
Sumikin Bussan Aerospace Metals
Summer Systems Heating & Air Conditioning
Summers Press
Sunshine Metals Inc.
Sunvair Aerospace Group
Superior Engineering
Superior Metal Stripping Company
Swiss Precision Instruments
T&S NC Programming Service
Tail Light LLC
Take Care Health Plan
TechMet Carbides Inc.
Tecnara Tooling Systems Inc.
Temptrak Personnel Agency
Terry French Landscaping
Textron Financial Corporation
The Dyer Company
The E. Jordan Brookes Co. Inc.
The Fitting Source Inc.
The Hartford
The Machine Group
Thomas Triffet Inc.
thyssenkrupp Materials Services GmbH
Timet
Tiodize Company Inc.
Titanium Distribution Services Inc.
Titanium Industries Inc.
Titanium Services Inc.
Titanium Specialties Inc.
TMX Aerospace
Tooling & Equipment Inc.
Toyo Carriers Manufacturing Company Ltd.

Toyota Commercial Finance
Toyota Material Handling Solutions
Tradco Inc.
Trans World Alloys Company
Trans-Pacific Aerospace Company Inc.
Trident Company
Triplett Corporation
Triumph Group
Tube Service Company Inc.
Tuffer Manufacturing Company
TW Metals Inc.
Twinstar Machining
U.S. Bank Equipment Finance
Udash Inc.
Uline Inc.
UMM Electronics Inc.
Unified Manufacturing Inc.
UnifyHR LLC
Union Aircraft Company Inc.
unipoint Software Inc.
United Imaging Inc.
United Technologies Hamilton Standard
Unity Engineering Inc.
Universal Alloy Corporation
Universal Metals
US Equipment Industrial
Vac-Hyd Los Angeles
Valence Surface Technologies
Valencia Gundrill
Valencia Welding Company
Valenite Inc.
Valley Engravers
Valley Seal Company
Vega Manufacturing Group Inc.
Vericut (CGTech)
Verified Processing
Verisurf Software, Inc.
Versaform Corporation
Vibra Finish Company USA
Vibra-Sonic Deburring
Vi-Cal Metals
VMware LLC
W L Gore & Associates Inc.
W. W. Grainger Inc.
W.S. Wilson Corporation
Walker Brothers Machinery Moving Inc.
Walter Grinders Inc.

Walter USA Inc.
Wave Communications Inc.
Waygate Technologies USA LP
Weber Metals Inc.
Webroot Inc.
Weldology
Wesco Aircraft Hardware Corporation
Western Aeromedical Consortium
Western American
Western Gage Corporation
Westlake Grinding Service
Westmoreland Mechanical Testing & Research Inc.
WEX Bank
Wind Craft Manufacturing
Wire Cut Company Inc.
World Wide Honing Inc.
Wright's Supply Inc.
W.S.Dodge Oil Company Inc.

11. Top 30 Unsecured Creditors

AMI Metals Inc.
Fives Machining Systems Inc.
Rexford Industrial – 27712 Avenue Mentry, LLC
Rexford Industrial – 27756 Avenue Mentry, LLC
Ernst & Young US LLP
Metal Improvement Company, LLC
Barnes Aerospace Inc.
G Target Manufacturing Group Inc.
PTSolutions
Morrell's Electro Plating Inc.
Walker Brothers Machinery Moving Inc.
Amtek LLC
Astro Aluminum Treating Company Inc.
Lean Manufacturing Group LLC
NobleTek LLC
Valence Surface Technologies
Arlington International Aviation Products
Unified Manufacturing Inc.
Lockheed Martin Aeronautics Company
Carr Lane Manufacturing Company
Cygnus Inc.
American Fidelity Assurance Company
Adept Fasteners
Bowman Plating Company Inc.
A&A Aerospace Inc.
Aircraft Crating Inc.

RMI Titanium Company LLC
California Cooling & Consulting LLC
Hackler Flynn & Associates, APC
Ingersoll Cutting Tool Company

12. Taxing/Regulatory Authorities

Internal Revenue Service
California Franchise Tax Board
California Department of Tax and Fee Administration
Los Angeles County Public Works
California Secretary of State
Systems Certification Body
Federal Aviation Administration

13. Insurance Providers, Brokers, and Benefits Administrators

Arthur J. Gallagher Risk Management Services LLC
Insurance Company of the West
Allied World Surplus Lines Insurance Company
Federal Insurance Company
At-Bay Specialty Insurance Company
National Union Fire Insurance Company
Hartford Fire Insurance Company
UnitedHealth Group
American Fidelity Assurance Company
Anthem Blue Cross Blue ShieldChubb Group of Insurance Company

14. Major Customers

Lockheed Martin Aeronautics Company
Northrop Grumman Corporation
Blue Origin Enterprises
Space Exploration Technologies Corp.
Spirit AeroSystems, Inc.
The Boeing Company
Mammoth Freighters LLC

15. Stalking Horse Purchaser and Professionals

FMI Holdco LLC
Avem Partners
Troutman Pepper Locke LLP

16. Utility Providers

AT&T Inc.
Santa Clarita Valley Water
Southern California Gas Company
Southern California Edison
Waste Management Inc.
Inatel Communications Inc.

17. U.S. Trustee Personnel, Judges and Staff for the District of Delaware

John T. Dorsey
Craig T. Goldblatt
Thomas M. Horan
Karen B. Owens
Brendan L. Shannon
Laurie Selber Silverstein
J. Kate Stickles
Mary F. Walrath
Andrew R. Vara
Benjamin Hackman
Christine Green
Denis Cooke
Diane Giordano
Dion Wynn
Edith A. Serrano
Hannah M. McCollum
Holly Dice
James R. O'Malley
Jane Leamy
Joseph Cudia
Joseph McMahon
Juliet Sarkessian
Lauren Attix
Linda Casey
Linda Richenderfer
Michael Panacio
Nyanquoi Jones
Ramona Harris
Richard Schepacarter

Rosa Sierra-Fox
Shakima L. Dortch
Timothy J. Fox, Jr.

EXHIBIT 2**CBCC'S CONNECTIONS WITH POTENTIALLY INTERESTED PARTIES**

Potential Party in Interest	Nature of Connection
National Union Fire Insurance Company	CBCC has in the past represented and continues to represent this entity in connection with matters unrelated to the Debtors.
The Boeing Company	CBCC has in the past represented this entity in connection with matters unrelated to the Debtors.
CRG Financial, LLC	CBCC has in the past represented and continues to represent this entity in connection with matters unrelated to the Debtors.
Federal Insurance Company	CBCC has in the past represented and continues to represent entities affiliated with this entity in matters unrelated to the Debtors.

EXHIBIT B

Proposed Form of Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Dynamic Aerostructures LLC, *et al.*,
Debtors.¹

Chapter 11

Case No. 25-10292 (LSS)

(Jointly Administered)

Related Docket No. ____

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT
OF CHIPMAN BROWN CICERO & COLE, LLP, AS CO-COUNSEL
TO THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the “**Application**”)² filed by the Debtors for entry of an order, pursuant to sections 327(a), 328(a) and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a), 2016(b), and 5002 and Local Rule 2014-1, authorizing the retention and employment of CBCC as co-counsel to the Debtors effective as of the Petition Date; the Court, having reviewed the Application and the Declaration, finds that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, that this is a core matter pursuant to 28 U.S.C. § 157(b)(2), that notice of the Application was sufficient under the circumstances, that no further notice need be given, and that the legal and factual bases set forth in the Application established just cause for the relief granted herein;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: Dynamic Aerostructures LLC (3076); Dynamic Aerostructures Intermediate LLC (9800); and Forrest Machining LLC (3421). The Debtors’ service address is 27756 Avenue Mentry, Valencia, California 91355.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. Pursuant to sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a), 2016(b) and 5002, and Local Rule 2014-1, the Debtors are authorized to retain and employ CBCC as co-counsel with R&G effective as of the Petition Date.
3. CBCC shall be compensated in accordance with the procedures set forth in the Application, sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and orders of this Court.
4. CBCC shall make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*, in connection with any interim or final fee applications that CBCC files in the Chapter 11 Cases.
5. Notwithstanding anything in the Application to the contrary, CBCC shall not be entitled to recover any attorneys' fees or expenses for defending its fee applications in the Chapter 11 Cases.
6. CBCC shall make reasonable efforts to avoid the duplication of services provided by any of the Debtors' other retained Professionals in these Chapter 11 Cases.
7. The terms of this Order shall be immediately effective and enforceable upon its entry.
8. CBCC shall be permitted to hold the Security Retainer and apply such Security Retainer against any unpaid approved fees and expenses of CBCC following a final hearing with

respect to such fees and expenses, and promptly pay to the Debtors' estates any retainer remaining after such application.

9. CBCC shall provide ten (10) business days' notice to the Debtors and the U.S. Trustee in connection with any increase of the hourly rates listed in the Application. The U.S. Trustee and the Debtors retain all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

10. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the interpretation or implementation of this Order.

EXHIBIT C

Ellis Declaration

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Dynamic Aerostructures LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 25-10292 (LSS)

(Jointly Administered)

**DECLARATION OF ERIC N. ELLIS, PRESIDENT AND CHIEF EXECUTIVE
OFFICER OF THE DEBTORS, IN SUPPORT OF APPLICATION OF THE DEBTORS
FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF CHIPMAN BROWN CICERO & COLE, LLP, AS CO-COUNSEL
TO THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

I, Eric N. Ellis, hereby declare, pursuant to 28 U.S.C. § 1746, as follows:

1. I am the President and Chief Executive Officer of Forrest Machining LLC, one of the above-captioned debtors and debtors in possession (collectively, the “Debtors” or the “Company”).

2. I have served as the Debtors’ President and Chief Executive Officer since May 2023.

3. I submit this declaration (the “Declaration”) in further support of the *Application of the Debtors for Entry of an Order Authorizing the Retention and Employment of Chipman Brown Cicero & Cole, LLP, as Co-Counsel to the Debtors Effective as of the Petition Date* (the “Application”).²

4. Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information gathered from my review of relevant

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: Dynamic Aerostructures LLC (3076); Dynamic Aerostructures Intermediate LLC (9800); and Forrest Machining LLC (3421). The Debtors’ service address is 27756 Avenue Mentry, Valencia, California 91355.

² Capitalized terms not defined herein shall have the meanings given to them in the Application.

documents and information supplied to me by other members of the Debtors' management and the Debtors' advisors.

5. The Debtors recognize that a comprehensive review process is necessary when selecting and managing restructuring counsel to ensure that restructuring professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-restructuring engagements.

6. The Debtors considered only CBCC for the engagement as Delaware counsel for the Debtors in these Chapter 11 bankruptcy cases. CBCC was selected because of the firm's extensive experience and knowledge in the fields of debtors and creditors' rights, business reorganizations and liquidations under chapter 11 of the Bankruptcy Code, its expertise, experience, and knowledge practicing before this Court, its proximity to the Court, and its ability to respond quickly to emergency hearings and other emergency matters in this Court. Accordingly, the Debtors have determined that CBCC has the resources and experience necessary to represent them in these cases. The Debtors believe that CBCC's employment is in the best interest of the Debtors, their estates and their creditors. Thus, the Debtors desire that CBCC represent them in connection with these Chapter 11 Cases.

7. CBCC has informed the Debtors that their hourly rates for bankruptcy representations are comparable to (a) the hourly rates they charge for the non-bankruptcy representations: and (b) the rates of other comparably skilled professionals in the nation marketplace for legal services. Having had experience with large law firms, I can verify the rates charged by CBCC in connection with the representation are within the range typically charged by similar firms in complex matters.

8. The Debtors recognize that in large Chapter 11 Cases such as these, it is possible that there may be unforeseen fees and expenses that will need to be addressed by the Debtors and CBCC. The Debtors also recognize that it is their responsibility to closely monitor the billing practices of CBCC and their other professionals to ensure that fees and expenses paid by their estates remain consistent with the Debtors' expectations taking into account the exigencies and other circumstances of these Chapter 11 Cases. To that end, the Debtors will continue to review and monitor the regular invoices submitted by CBCC.

9. As is the Debtors' historical practice, the Debtors will continue to monitor the fees and expense reimbursement process during these Chapter 11 Cases and ensure the Debtors are an active participant in that process. Recognizing that every chapter 11 case is unique, the Debtors, together with CBCC, will use the budgeting process to provide guidance on the period of time involved and the level of attorneys and professionals that will work on various matters, as well as the projection of average hourly rates for the attorneys and professionals for such matter.

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

Dated: March 4, 2025

DYNAMIC AEROSTRUCTURES LLC, *ET AL.*

By: /s/ Eric N. Ellis

Eric N. Ellis
President and Chief Executive Officer of the
Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Dynamic Aerostructures LLC, *et al.*,
Debtors.¹

Chapter 11

Case No. 25-10292 (LSS)

(Jointly Administered)

Hearing Date: 3/25/25 @ 11:00 a.m. (ET)

Objection Deadline: 3/18/25 @ 4:00 p.m. (ET)

**NOTICE OF APPLICATION OF THE DEBTORS FOR ENTRY OF AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF CHIPMAN BROWN
CICERO & COLE, LLP, AS CO-COUNSEL TO THE DEBTORS EFFECTIVE AS OF
THE PETITION DATE**

PLEASE TAKE NOTICE that on March 4, 2025, the above-captioned debtors and debtors-in-possession (the “**Debtors**”) filed the attached *Application of the Debtors for Entry of an Order Authorizing the Retention and Employment of Chipman Brown Cicero & Cole, LLP, as Co-Counsel to the Debtors Effective as of the Petition Date* (the “**Application**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that responses, if any, to the relief requested by the Application, must be filed on or before **March 18, 2025, at 4:00 p.m. (ET)** (the “**Objection Deadline**”) with the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that at the same time, you must serve a copy of the response on: (i) proposed co-counsel to the Debtors, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036 (Attn: Gregg M. Galardi; email: gregg.galardi@ropesgray.com) and Chipman Brown Cicero & Cole LLP, 1313 N. Market Street, Suite 5400, Wilmington, DE 19801 (Attn: Mark L. Desgrosseilliers and Robert A. Weber; email: desgross@chipmanbrown.com and weber@chipmanbrown.com) and Chipman Brown Cicero & Cole LLP, 501 5th Ave., 15th Floor, New York, NY 10017 (Attn: Daniel G. Egan; email: egan@chipmanbrown.com); (ii) counsel to the DIP Lender, King & Spalding LLP, 1100 Louisiana St., Suite 4100, Houston, TX 77002 (Attn: Michael Fishel; email: mfishel@kslaw.com) and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Kenneth J. Enos; email: kenos@ycst.com); (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lock Box 35, Wilmington, DE 19801 (Attn: Rosa Sierra-Fox; email: Rosa.Sierra-Fox@usdoj.gov); and (iv) counsel for any

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statutory committee appointed in these chapter 11 cases, so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that a hearing on the relief requested by the Application will be held on **March 25, 2025, at 11:00 a.m. (ET)** before the Honorable Laurie Selber Silverstein, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE RELIEF REQUESTED BY THE APPLICATION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE BID PROCEDURES RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: March 4, 2025
Wilmington, Delaware

CHIPMAN BROWN CICERO & COLE, LLP

/s/ Mark L. Desgrosseilliers

Robert A. Weber (I.D. No. 4013)

Mark L. Desgrosseilliers (No. 4083)

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-and-

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Proposed Counsel to the Debtors and Debtors in Possession