

**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 Administrated)

Re: Docket No. 84

**SUPPLEMENTAL DECLARATION OF GREGG M. GALARDI
IN SUPPORT OF THE DEBTORS' APPLICATION FOR ENTRY OF AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF ROPES & GRAY LLP
AS ATTORNEYS FOR THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

I, Gregg M. Galardi, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury that the following is true and correct to the best of my knowledge:

1. I am a partner at Ropes & Gray LLP ("Ropes & Gray"), which maintains offices at 1211 Avenue of the Americas, New York, New York 10036. I am the lead attorney from Ropes & Gray working on the above-captioned chapter 11 cases. I am an attorney at law, admitted in, practicing in, and a member in good standing of the bars of the state of Delaware, the state of New York, the United States District Court for the Southern District of New York, the United States District Court for the District of Delaware, the state of Colorado, the District of Columbia, the United States Eastern District Court for the Eastern District of Michigan, the United States Court of Appeals for the Second Circuit, the United States Court of Appeals for the Third Circuit, the United States Court of Appeals for the Fourth Circuit, and the United States Court of Appeals for the Ninth Circuit. There are no disciplinary proceedings pending against me.

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. On March 4, 2025, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Ropes & Gray LLP as Attorneys for the Debtors Effective as of the Petition Date* [Docket No. 84] (the “Application”).² In support of the Application, the Debtors submitted the *Declaration of Gregg M. Galardi in Support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Ropes & Gray LLP as Attorneys for the Debtors Effective as of the Petition Date* [Docket No. 84-2] (the “Declaration”), which was attached to the Application as **Exhibit B**.

3. This declaration (the “Supplemental Declaration”) supplements the Application and my prior Declaration and addresses certain questions raised and clarifications requested by the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”). Except as otherwise indicated herein, I have personal knowledge of the matters set forth herein.³

4. I will amend this declaration as soon as practicable upon learning that (i) any representations are inadequate or incorrect or (ii) there is any change of circumstances warranting further or supplemental disclosures.

ADDITIONAL DISCLOSURES OF RELATIONSHIPS

5. In the Declaration filed on March 4, 2025, I stated that “[a]s of the date of this Declaration, all parties in interest are being searched or have been searched by Ropes & Gray. Ropes & Gray will file supplemental declaration(s) with disclosures of any connections with any other Searched Party, as required, the names of additional parties in interest that are

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

³ Certain of the disclosures provided herein relate to matters within the knowledge of attorneys of Ropes & Gray and are based on information provided by them.

identified, and disclosures of any connections with those additional searched parties, as required.” Accordingly, certain parties in interest (“Searched Parties”) have been identified that were listed on Exhibit 1 attached to the Declaration and connections with respect to the Searched Parties are disclosed in further detail in this Supplemental Declaration.

6. As provided in more detail in the subsequent paragraphs of this Supplemental Declaration, of the entities listed on Exhibit 1 attached to the Declaration, Ropes & Gray currently represents, or has represented within the past three years, the following entities (or their known affiliated entities).

7. **Debtors’ Restructuring Professionals.** Ropes & Gray currently represents or has represented the parent company of Verita Global LLC in matters unrelated to the Debtors in these chapter 11 cases.

8. **Lenders, Trustees, Agents, and Other Secured Creditors.** Ropes & Gray provided further information to the U.S. Trustee regarding the firm’s historical revenue of CRG Financial as an episodic client in matters unrelated to the Debtors in these chapter 11 cases.

9. Ford Motor Credit Company is a parent company of a former client of Ropes & Gray on a matter unrelated to the Debtors in these chapter 11 cases.

10. **Major Customers.** Ropes & Gray currently represents or has represented Space Exploration Technologies Corp. in matters unrelated to the Debtors in these chapter 11 cases.

11. **Material Vendors and Contract Parties.** Ropes & Gray currently represents or has represented the following in matters unrelated to the Debtors and these chapter 11 cases: Siemens Corporation, W L Gore & Associates Inc., Automatic Data Processing Inc., and Ecolab Inc.

12. In addition, Ropes & Gray represents or has represented affiliates of the following entities in matters unrelated to the Debtors in these chapter 11 cases: SoCal Pump and Vacuum, Bodycote plc, Fatigue Technology Inc., Fisher Scientific International LLC, FUCHS Lubricants Co., National Technical Systems, PB Fasteners Petersen Inc., PPG Industries Inc., Safety-Kleen, Inc., Sager Electronics Supply Company, Seal Science Inc., SMBC MANUBANK, Sumikin Bussan Aerospace Metals, United Imaging Inc., United Technologies Hamilton Standard, Universal Alloy Corporation, Valence Surface Technologies, Avibank Manufacturing Inc., Barnes Aerospace Inc., PRC – Desoto International Inc., Precision Aerospace Corporation, RMI Titanium Company LLC, Rohr Inc., Southwest United Industries, American Handforge, Dion & Sons Inc., Element Materials Technology, Kamatics Corporation, Landsberg Orora, Laser Label Technologies, M & C Manufacturing Company, Mac Tools, Merco Manufacturing Company, PB Fasteners, U.S. Bank Equipment Finance, Brightview Landscape Services Inc., Carlton Forge Works Inc., Busby Metals Inc., GracoRoberts, Lamsco West Inc., Waygate Technologies USA LP and Toyota Commercial Finance.

13. **Restructuring Professionals for Lenders, Trustees, Agents, and Other Secured Creditors.** Ernst & Young is a subsidiary of a former client of Ropes & Gray on matters unrelated to the Debtors in these chapter 11 cases.

14. **Stalking Horse Purchaser and Professionals.** Ropes & Gray currently represents or has represented Troutman Pepper Locke LLP, a professional retained by the stalking horse purchaser, on matters unrelated to the Debtors in these chapter 11 cases.

15. **Utilities.** Ropes & Gray currently represents or has represented affiliates of AT&T on matters unrelated to the Debtors in these chapter 11 cases.

16. **Insurance Providers, Brokers, and Benefits Administrators.** Ropes & Gray currently represents or has represented affiliates of UnitedHealth Group and Allied World Surplus Lines Insurance Company on matters unrelated to the Debtors in these chapter 11 cases.

17. **Banks.** Ropes & Gray currently represents or has represented affiliates and underwriters of Bank of America N.A. on matters unrelated to the Debtors in these chapter 11 cases.

18. Since submitting the Declaration, Ropes & Gray further reviewed the revenues generated in the twelve months prior to the Petition Date. To correct the statement made in paragraph 34 of the Declaration, JP Morgan Securities and 3M Technical Ceramics Inc. are not clients of Ropes & Gray but are affiliates of entities that were Searched Parties.

19. None of the Searched Parties that were identified as Ropes & Gray clients generated revenues received by Ropes & Gray in that twelve-month period prior to the Petition Date that were greater than 0.03% of the total revenues during that period. Two of the identified clients, Northrop Grumman Corporation and Fisher Scientific International Inc., together with their affiliated entities, accounted for fees of 0.03% or slightly less of the total revenue received by Ropes & Gray in that same period. Each of the remaining identified clients and their respective affiliated entities(s) accounted for less than 0.001% of the total revenue Ropes & Gray received in the twelve months prior to the Petition Date.

20. Additionally, in response to questions and clarifications requested by the U.S. Trustee, I declare the following:

a. Any representation of BMO Harris Bank N.A., Northrop Grumman Corporation, Lockheed Martin Aeronautics is or was unrelated to the Debtors.

b. As referenced in paragraph 34 of the Declaration, the identified entities with fees accounting for 0.15% through 0.27% of Ropes & Gray's total revenue in the twelve months prior to the Petition Date are not CRG Financial, Northrop Grumman Corporation, Lockheed Martin Aeronautics, nor BMO Harris

N.A. Revenue. Northrop Grumman Corporation's total revenue was 0.03%. CRG Financial, Lockheed Martin Aeronautics, and BMO Harris N.A.'s total revenue was less than 0.001%.

21. Pursuant to the Engagement Letter, Ropes & Gray has completed a review and reconciliation the services it provided to the Debtors through the filing of the Debtors' petition for relief on the Petition Date. Since filing the Application, Ropes & Gray has issued a final detailed fee statement to the Debtors for the actual fees, charges, and disbursements incurred for the period prior to the Petition Date (the "Final Prepetition Bill Amount") in the amount of \$25,322.00 and applied it against the Advanced Payment Retainer existing as of the Petition Date. Pursuant to the Engagement Agreement, the balance of the Advanced Payment Retainer of \$237,265.00 will be held as a postpetition retainer to be applied against the fees and expenses approved by the Court in any final fee application filed by Ropes & Gray.

22. Finally, the following is provided in response to the request for additional information set forth in Paragraph D.1 of the UST Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Answer: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Answer: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Answer: As set forth above, Ropes & Gray has represented the Debtors since April 17, 2024. Through and including December 31, 2024, Ropes & Gray charged the Debtors the standard rates in effect as of January 1, 2024, which were: \$1,600 to \$2,460 for partners; \$1,000 to \$2,460 for counsel; \$830 to

\$1,490 for associates; and \$315 to \$695 for paraprofessionals. In the normal course of Ropes & Gray's business, the hourly rates of Ropes & Gray professionals increased on January 1, 2025. Since January 1, 2025, Ropes & Gray has charged the Debtors the standard rates in effect as of January 1, 2025, which are: \$1,800 to \$2,600 for partners; \$1,250 to \$1,880 for counsel; \$900 to \$1,620 for associates; and \$355 to \$755 for paraprofessionals.

Question: **Have the Debtors approved your prospective budget and staffing plan, and, if so, for what budget period?**

Answer: The Debtors approved a budget and staffing plan for Ropes & Gray covering the period from the Petition Date through May 30, 2025.

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I declare under penalty of perjury under the laws of the United States of America that, to the best of my knowledge, information, and belief, and after reasonable inquiry, the foregoing is true and correct.

Dated: March 21, 2025
New York, New York

/s/ Gregg M. Galardi

Gregg M. Galardi