

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

IN RE:) Chapter 11
MOLL INDUSTRIES, INC., *et al.*,¹) Case No. 10-11371 (MFW)
) Jointly Administered
)
Debtors.) Objection Deadline: June 17, 2010 at 4:00 p.m. (proposed)
) Hearing Date: June 21, 2010 at 10:30 a.m. (proposed)

**APPLICATION PURSUANT TO SECTIONS 327(e) AND 1107(b) OF THE
BANKRUPTCY CODE, FED. R. BANKR. P. 2014(a) AND DEL. BANKR. L. R. 2014-1
FOR AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
LK SHIELDS SOLICITORS AS SPECIAL COUNSEL FOR THE DEBTORS AND
DEBTORS-IN-POSSESSION *NUNC PRO TUNC* TO THE PETITION DATE**

Moll industries, Inc. and its affiliated debtors (the “Debtors”), debtors and debtors-in-possession in the above-captioned chapter 11 cases, hereby submit this application (the “Application”) pursuant to section 327(e) and 1107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States of Bankruptcy Court for the District of Delaware, for an order authorizing the Debtors’ retention of LK Shields Solicitors (“LK Shields” or the “Firm”) as special Irish Counsel *nunc pro tunc* to the Petition Date (the “Application”). In support of the Application, the Debtors rely on the Declaration of Gerard Halpenny in support of this Application (the “Halpenny Declaration”), which is attached hereto as Exhibit A, and further state the following:

¹ The Debtors in these cases are as follows: Moll Industries, Inc., Case No. 10-11371 (MFW); Moll Holdings, Inc., Case No. 10-11372 (MFW); Moll Europe Holdings, LLC, Case No. 10-11373 (MFW); and Moll Latin America Holdings, LLC, Case No. 10-11374 (MFW).

Docket No. 126
Date 6-10-10

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. The statutory predicate for the relief sought herein are sections 327(e) and 1107(b) of the Bankruptcy Code. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On April 27, 2010 (the “Petition Date”), each of the Debtors filed a voluntary petition pursuant to Chapter 11 of the Bankruptcy Code commencing the above captioned cases. The Debtors chapter 11 cases are being jointly administered for procedural purposes only. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases. On May 10, 2010, the United States Trustee appointed an Official Committee of Unsecured Creditors.

3. The Debtors are a significant provider of global injection molding and full-service contract manufacturing solutions for the medical, appliance, industrial, consumer and automotive markets. They are also specialists in drug delivery, surgical devices, enclosures and fluid delivery products, and are considered one of the most experienced full-service contract manufacturer of custom injection molded components and assemblies to the appliance industry in North America. They have registered medical device establishment with the FDA in their manufacturing facilities in Seagrove, North Carolina and Donegal, Ireland.

4. The Donegal, Ireland facility is owned and operated by Moll Industries Ireland Limited (“MIIL”), a non-debtor entity organized under the laws of Ireland. Debtor Moll Europe Holdings, Inc. owns 100% of the stock/issued share capital of MIIL.

5. For several months, the Debtors have been engaged in negotiations regarding the possible sale of the assets or stock of MIIL. Prior to the Petition Date, the Debtors retained LK Shields to represent them in connection with these negotiations and potential sale of MIIL. LK Shields has previously acted as legal advisors to MIIL.

RELIEF REQUESTED

6. By this Application, the Debtors respectfully request the entry of an order, pursuant to section 327(e) and 1107 of the Bankruptcy Code, authorizing them to employ and retain LK Shields to advise the Debtors with respect to the potential sale of the MIIL stock/issued share capital. The Debtors seek to retain the Firm in this capacity because its knowledge regarding the sale process and negotiations with respect to the sale.

7. Subject to court approval, compensation will be payable to the Firm on an hourly basis pursuant to section 330(a) of the Bankruptcy Code. To the best of the Debtors' knowledge, and as set forth in the Halpenny Declaration, the hourly rates charged by the Firm in this matter are consistent with the rates charged in non-bankruptcy matters of this type and are subject to periodic adjustments to reflect economic and other conditions. While additional attorneys and billing professionals may be requested to provide services in the course of this representation, the specific attorneys presently designated to represent Debtors and their hourly rates include:

Gerard Halpenny	Partner	€395 (as of 1 May 2010 and €470 prior to 1 May 2010)
Jennifer McGuire	Associate	€325 (as of 1 May 2010 and €360 prior to 1 May 2010)

8. The Firm's hourly rates are set at a level designed to fairly compensate the Firm for the work of its professionals. Hourly rates vary with the experience and seniority of the individuals assigned and may be adjusted by the Firm from time to time.

9. Pursuant to Local Rule 2016-2, the Firm has agreed to comply with the requirements contained in any fee guidelines promulgated by the Bankruptcy Court.

10. To the best of the Debtors' knowledge, and as set forth in the Halpenny Declaration, the Firm has not represented the Potential Parties in Interest (as defined in the Halpenny Declaration). Moreover, except as set forth in the Halpenny Declaration, to the best of the Debtors' knowledge, the Firm has not represented any of the foregoing parties in matters unrelated to the Debtors' estate. Further, the Firm does not, to its knowledge, represent any interest adverse to the Debtors' estate.

11. To the best of the Debtors' knowledge, and as set forth in the Halpenny Declaration, no attorney of the Firm is related, to any United States Bankruptcy Judge in this District, the United States Trustee for such District, or any assistant or staff attorney for the United States Trustee.

12. LK Shields did not receive any compensation for services rendered prior to the Petition Date. To the best of the Debtors' knowledge, and based on the Halpenny Declaration, as of the Petition Date, the Debtors owed LK Shields €1,368.00 for legal services (excluding outlay and related expenses) rendered to the Debtors before the Petition Date.

13. On May 3, 2010, LK Shields received a retainer in the amount of €9,990.00 from the Debtors. As set out in the Halpenny Declaration, after learning that this payment was not authorized under the Bankruptcy Code, LK Shields returned this payment to the Debtors, via wire transfer, less amounts deducted as wire transfer fees.

NOTICE

14. Notice of this Application has been served by hand or overnight delivery on (i) the Office of the United States Trustee for the District of Delaware; (ii) counsel for NexBank, SSB as Administrative Agent and Collateral Agent for the Debtors' pre-petition secured lenders; (iii) counsel for the Official Committee of Unsecured Creditors; and (iv) all parties that have requested special notice pursuant to Bankruptcy Rule 2002.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter an Order, substantially in the form attached hereto as Exhibit B, authorizing the Debtors to employ and retain the Firm as Irish counsel for the Debtors, and granting such other further relief as is just and proper.

Dated: June 10, 2010
Wilmington, Delaware

SULLIVAN • HAZELTINE • ALLINSON LLC



William A. Hazeltine (No. 3294)
4 East 8th Street, Suite 400
Wilmington, DE 19801
Telephone: (302) 428-8191
Facsimile: (302) 428-8195

Attorneys for the Debtors and Debtors-in-Possession

Exhibit A

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

IN RE:) Chapter 11
) Case No. 10-11371 (MFW)
MOLL INDUSTRIES, INC., *et al.*,¹)
) Jointly Administered
Debtors.)

**DECLARATION OF GERARD HALPENNY IN SUPPORT OF APPLICATION
PURSUANT TO SECTIONS 327(e) AND 1107(b) OF THE BANKRUPTCY CODE,
FED. R. BANKR. P. 2014(a) AND DEL. BANKR. L. R. 2014-1 FOR AN ORDER
AUTHORIZING THE EMPLOYMENT AND RETENTION OF LK SHIELDS
SOLICITORS AS SPECIAL COUNSEL FOR THE DEBTORS AND DEBTORS-IN-
POSSESSION *NUNC PRO TUNC* TO THE PETITION DATE AND
STATEMENT OF COMPENSATION PAID TO COUNSEL PURSUANT TO
11 U.S.C. § 329 AND BANKRUPTCY RULE 2016(b)**

I, Gerard Halpenny, being duly sworn, do hereby depose and state the following under penalty of perjury:

1. I am a partner with the law firm of LK Shields Solicitors (“LK Shields” or the “Firm”) and am admitted to practice law in Ireland.
2. This Affidavit is submitted, pursuant to sections 327(e) and 329(a) of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the “Bankruptcy Code”), Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States of Bankruptcy Court for the District of Delaware, in support of the application of Moll Industries, Inc. and its affiliated debtors, debtors and debtors-in-possession in the above-captioned chapter 11 cases (the “Debtors”), for an order pursuant to section 327(e) and 1107(b) of the Bankruptcy

¹ The Debtors in these cases are as follows: Moll Industries, Inc., Case No. 10-11371 (MFW); Moll Holdings, Inc., Case No. 10-11372 (MFW); Moll Europe Holdings, LLC, Case No. 10-11373 (MFW); and Moll Latin America Holdings, LLC, Case No. 10-11374 (MFW).

Code, authorizing the employment and retention of LK Shields as special counsel for the Debtors *nunc pro tunc* to the Petition Date (the "Application").

SERVICES TO BE PROVIDED

3. For several months, the Debtors have been engaged in negotiations regarding the possible sale of the assets or stock of Moll Industries Ireland Limited ("MIIL"). Prior to the Petition Date, the Debtors retained LK Shields to represent them in connection with these negotiations and potential sale of MIIL. LK Shields will continue to provide these services to the Debtors. LK Shields is well qualified to provide these services to the Debtors because it has experience in similar matters and has significant knowledge regarding the sale process and negotiations with respect to such sales. LK Shields has previously acted as legal advisors to MIIL.

NO INTEREST ADVERSE TO THE DEBTORS

4. LK Shields has conducted extensive research into its relationship with the creditors of the Debtors, the equity security holders of record and the Office of the United States Trustee.

5. As part of this inquiry, LK Shields obtained from (and relied upon) the Debtors for the names of the following individuals or entities who may be parties in interest to these chapter 11 cases: the members of Debtors' Board of Directors, the Debtors' executive officers, the Debtors' secured creditors, the Debtors' twenty (20) largest unsecured creditors and the Debtors' equity holders (collectively, the "Potential Parties in Interest"). The Firm has reviewed its records regarding contacts and/or conflicts with the Potential Parties in Interest. This inquiry revealed LK Shields has not represented, and does not currently represent any of the Potential Parties in Interest on any matter related to these chapter 11 cases. Further, the Firm (i) does not currently represent any Potential Parties in Interest on any matter unrelated to these chapter 11 cases. The Firm acted for Heilind Electronics, one of the Debtors' twenty largest unsecured

creditors, in 2002/2003, but such representation was unrelated to these chapter 11 cases and the Firm has not acted for Heilind Electronics since 2003. Furthermore another of the Debtors' twenty largest unsecured creditors, Andrews Kurth LLP, was the instructing law firm who originally instructed us to act for Moll Europe Holdings LLC in connection with the acquisition of MIIL (previously Intesys Ireland Limited) in 2005 and Andrews Kurth LLP put Moll Europe Holdings LLC in contact with the Firm in April 2010 with a view to the Firm acting for Moll Europe Holdings, LLC in the sale of MIIL. The Firm does not currently act for Andrews Kurth LLP.

6. In addition, LK Shields acted for MIIL, but such representation was unrelated to these chapter 11 cases and the Firm's current involvement with MIIL is in acting for its sole shareholder Moll Europe Holdings LLC as stated above.

7. Based on the foregoing, the Firm does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters within the scope of LK Shields' representation of the Debtors.

8. I am not related, and to the best of my knowledge, no attorney at the Firm is related, to any United States Bankruptcy Judge in this District, the United States Trustee for such District, or any assistant United States Trustee.

ONGOING RESPONSIBILITIES

9. At this time, based on information available to it, the Firm does not anticipate any actual conflicts of interest with the Potential Parties in Interest. The Firm will seek appropriate waivers of any actual conflict of interest should conflicts arise in the future.

10. While LK Shields has undertaken extensive efforts to identify connections with the Debtors and other parties in interest, it is possible that connections with some parties in interest

have not yet been identified. Should the Firm, through its continuing efforts, learn of any new connections of the nature discussed herein, the Firm will promptly so advise the Court by updating this affidavit when necessary.

11. The Firm will not, while employed by the Debtors, represent any other entity having an adverse interest in the matters upon which the Debtors seek to retain LK Shields during the pendency of this case, with respect to any matter that has any relationship to this matter.

12. I have read the application of the Debtors for an order approving the retention of LK Shields as bankruptcy counsel that accompanies this Declaration and, to the best of my knowledge, information and belief, the contents of said application are true and correct.

PROFESSIONAL COMPENSATION

13. Subject to court approval under section 330(a) of the Bankruptcy Code, compensation will be payable to LK Shields on an hourly basis, plus reimbursement of actual, necessary expenses, and other charges incurred by the Firm. The hourly rates charged by the Firm are consistent with the rates charged in non-bankruptcy matters of this type and are subject to periodic adjustments to reflect economic and other conditions. The specific attorneys and legal assistants presently designated to represent Debtors and their hourly rates include:

Gerard Halpenny	Partner	€395 (as of 1 May 2010 and €470 prior to 1 May 2010)
Jennifer McGuire	Senior Associate	€325 (as of 1 May 2010 and €360 prior to 1 May 2010)

14. The Firm's hourly rates are set at a level designed to fairly compensate the firm for the work of its professionals. Hourly rates vary with the experience and seniority of the individuals assigned and may be adjusted by the Firm from time to time.

15. Pursuant to Bankruptcy Rule 2016(b), LK Shields has not shared, nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, counsel and associates of the Firm, or (b) any compensation another person or party has received or may receive.

16. Pursuant to Local Rule 2016-2, the Firm has agreed to and will comply with the requirements contained in any fee guidelines promulgated by the Bankruptcy Court.

17. LK Shields did not receive any compensation for services rendered prior to the Petition Date. As of the Petition Date, the Debtors owed LK Shields €1,368.00 for legal services (excluding outlay and related expenses) rendered to the Debtors before the Petition Date.

18. On May 3, 2010, LK Shields received a retainer in the amount of €9,990.00 from the Debtors. After learning that this payment was not authorized under the Bankruptcy Code, LK Shields returned this payment to the Debtors, via wire transfer, less amounts deducted as wire transfer fees.

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

Executed on: June 10, 2010

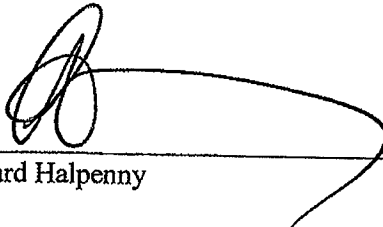

Gerard Halpenny

Exhibit B

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

IN RE:) Chapter 11
MOLL INDUSTRIES, INC., *et al.*,¹) Case No. 10-11371 (MFW)
) Jointly Administered
)
Debtors.) **Related Docket No.** _____

**ORDER PURSUANT TO SECTION 327(e) AND 1107(a) OF THE BANKRUPTCY
CODE, FED. R. BANKR. P. 2014(a) AND DEL. BANKR. L. R. 2014-1
AUTHORIZING THE EMPLOYMENT AND RETENTION OF LK
SHIELDS SOLICITORS AS SPECIAL COUNSEL FOR DEBTORS AND
DEBTORS-IN-POSSESSION NUNC PRO TUNC TO THE PETITION DATE**

Upon the Application (the “Application”) of Moll Industries, Inc. and its affiliated debtors, debtors and debtors-in-possession in the above-captioned chapter 11 case (the “Debtors”), for entry of an order pursuant to Sections 327(e) and 1107(a) of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Fed. R. Bankr. P. 2014(a) and Del. Bankr. L.R. 2014-1 authorizing the Debtors to employ and retain the law firm of LK Shields Solicitors (“LK Shields or the “Firm”) as special counsel; and upon the accompanying Declaration of Gerard Halpenny in support of the Application (the “Halpenny Declaration”); and the Court being satisfied based on the representations made in the Application and the Halpenny Declaration that the Firm represents no interest adverse to Debtors’ estates with respect to the matters upon which they are to be engaged; and the Court finding that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (c) notice of the Application was due and proper under the circumstances; and it appearing that the relief requested in the

¹ The Debtors in these cases are as follows: Moll Industries, Inc., Case No. 10-11371 (MFW); Moll Holdings, Inc., Case No. 10-11372 (MFW); Moll Europe Holdings, LLC, Case No. 10-11373 (MFW); and Moll Latin America Holdings, LLC, Case No. 10-11374 (MFW).

Application is in the best interests of the Debtors, their estates and creditors; and after due deliberation, and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED in all respects.
2. In accordance with section 327(e) of the Bankruptcy Code, the Debtors are authorized to employ and retain LK Shields as special counsel on the terms set forth in the Application and the Halpenny Declaration.
3. The Firm shall be compensated in accordance with the procedures set forth in Sections 330 and 331 of the Bankruptcy Code, applicable Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules of this Court, and such procedures as may be fixed by order of this Court.
4. This Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

Dated: June____, 2010

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

File a Motion:10-11371-MFW Moll Industries, Inc.

Type: bk

Chapter: 11 v

Office: 1 (Delaware)

Assets: y

Judge: MFW

Case Flag: LEAD, CLMSAGNT,
PlnDue, DsclsDue**U.S. Bankruptcy Court****District of Delaware**

Notice of Electronic Filing

The following transaction was received from William A. Hazeltine entered on 6/10/2010 at 4:46 PM EDT and filed on 6/10/2010

Case Name: Moll Industries, Inc.**Case Number:** 10-11371-MFW**Document Number:** 126**Docket Text:**

Application to Employ/Retain LK Shields Solicitors as Special Counsel to Debtors Filed by Moll Industries, Inc.. Hearing scheduled for 6/21/2010 at 10:30 PM at US Bankruptcy Court, 824 Market St., 5th Fl., Courtroom #4, Wilmington, Delaware. Objections due by 6/17/2010. (Hazeltine, William)

The following document(s) are associated with this transaction:

Document description:Main Document**Original filename:**C:\fakepath\LK Retention Application.pdf**Electronic document Stamp:**

[STAMP bkecfStamp_ID=983460418 [Date=6/10/2010] [FileNumber=8530615-0]
[003e145434eda5d392768e5e0b5769505b82922c3b5935f45b752fa6574dfed3248b
eca5d7e5c86c30415a5968dafb16bd0f563b5e52f43be7857698811883b1]]

10-11371-MFW Notice will be electronically mailed to:

Donald F. Baty on behalf of Creditor Aastrom Biosciences, Inc.
dfb@honigman.com

David L. Buchbinder
david.l.buchbinder@usdoj.gov, david.l.buchbinder@usdoj.gov

R. John Clark on behalf of Interested Party Alliance Precision Plastics Corporation
rjclark@hancocklaw.com, jmccarthy@hancocklaw.com;ssagert@hancocklaw.com

Mark L. Desgrosseilliers on behalf of Creditor Committee Official Committee of Unsecured Creditors
mdesgrosseilliers@wcsr.com, pgroff@wcsr.com