

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re: §
PHILIP SERVICES CORPORATION, *et al.* § Jointly Admin. Under Case No. 03-37718-H2-11
§
Debtors. § (Chapter 11)

DEBTORS' MOTION PURSUANT TO 11 U.S.C. § 554(a) FOR AN ORDER AUTHORIZING DEBTOR TO ABANDON CERTAIN PROPERTY IN DETROIT, MICHIGAN THAT IS BURDENSOME TO THE ESTATES OR OTHERWISE OF INCONSEQUENTIAL VALUE TO THE ESTATES

A HEARING WILL BE CONDUCTED ON THIS MATTER ON NOVEMBER 17, 2003 AT 2 P.M. IN COURTROOM 400, 515 RUSK AVENUE, HOUSTON, TEXAS. IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN TWENTY DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING UNLESS YOU DID NOT RECEIVE THIS NOTICE IN TIME TO DO SO. IN THAT SITUATION, FILE YOUR RESPONSE AS SOON AS POSSIBLE. IN ADDITION TO FILING YOUR RESPONSE WITH THE CLERK, YOU MUST GIVE A COPY OF YOUR RESPONSE TO THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Philip Services Corporation (“Philip Services”) and its affiliated debtors (collectively, the “Debtors”), as debtors-in-possession, file this Motion Pursuant to 11 U.S.C. § 554(a) For Authority to Abandon Certain Property in Detroit, Michigan That Is Burdensome to the Estate or Otherwise of Inconsequential Value to the Estate (the “Motion”) and, in support thereof, respectfully state as follows:

SUMMARY

By this Motion, the Debtors seek authority pursuant to section 554(a) to abandon certain property located at 12383/12431 Schaefer Highway in Detroit, Michigan (the "Detroit Property" a true and correct copy of the legal description is attached hereto as Exhibit 1) because it is burdensome and of no value to the Debtors' estates.

JURISDICTION AND VENUE

1. This Court has jurisdiction over these cases pursuant to 28 U.S.C. § 1334. This is a core proceeding under 28 U.S.C. § 157(b)(2)(A) and (O). The relief requested herein is authorized under Bankruptcy Code section 105(a) and Bankruptcy Rule 9019.

2. Venue of the Debtors' Chapter 11 cases is proper in this district pursuant to 28 U.S.C. §§ 1408(1) and (2).

BACKGROUND

3. On June 2, 2003 (the "Petition Date"), the Debtors filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et. seq. (the "Bankruptcy Code"). These cases are jointly administered.

4. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code.

5. No trustee or examiner has been appointed in the Debtors' jointly administered bankruptcy cases. An official committee of unsecured creditors has been established.

6. Debtor, Philip Services Corporation, is a holding company that owns, directly or indirectly, a series of industrial and metals services companies that operate throughout North America. The Debtors consist of Philip Services Corporation, a Delaware corporation, with its principal place of business in Houston, Texas, and 43 wholly owned subsidiaries. There are two primary business units: (i) the Industrial Services Group and (ii) the Metals Services Group.

Certain foreign subsidiaries, captive insurance related entities and inactive subsidiaries are not debtors in these chapter 11 cases.

7. The Industrial Services Group was recently created through the integration of the industrial cleaning services provided by the former Industrial Outsourcing Group and services formerly delivered by the Environmental Services Group, including commercial and industrial waste collection, recycling, processing and disposal, laboratory analytical services, container and tank cleaning, and emergency response services. The Industrial Services Group operates in approximately 86 locations and has a significant presence in the heavily industrialized regions of the Northeast, Northwest, Midwest and Southeast United States and Southern Ontario.

8. The Metal Services Group provides ferrous and non-ferrous scrap collection and processing services, brokerage and transportation and on-site mill services as well as processing and distribution of steel products. The group is one of the largest providers of ferrous scrap processing and brokerage services in North America. The Metals Services Group operates at approximately 30 locations with its operations concentrated in the Southeast United States, the Ohio-Pittsburgh corridor, and the Southern Great Lakes Basin.

9. The Debtors have been severely impacted by the general economic slowdown in the industrial sector and the Metal Services Group has been affected by periods of low scrap prices.

10. The Debtors' primary competitive strengths are: (i) a range of industrial services, (ii) a strong safety record and (iii) skilled and experienced employees. In addition, the Debtors have attempted to improve their profitability through key restructuring efforts. Notably, prior to the merging of the industrial and environmental groups in November 2002, the Industrial Outsourcing Group began the process of divesting a portion of their Project Services Division, which was highly affected by seasonal demand. The divestiture was completed on

March 2, 2003, for approximately \$21 million. The working capital of the divested portion of approximately \$43 million was retained by the Debtors. As a result of the Project Services Division divestiture, the Debtors' overall business volatility has been reduced.

11. The Debtors' revolving loan agreement matured in April 2003 and while this loan was extended until June 2, 2003, no further prepetition financing was available.

12. The Debtors have a number of strong core businesses and intend to reorganize around those businesses which, together with rejection of certain burdensome contracts and leases and certain other operational improvements, are expected to be the basis for a viable reorganization plan in which most of the Debtors' existing secured debt is converted to equity.

13. The Debtors' consolidated revenues for calendar year 2002 were \$1.1 billion and their consolidated EBITDA for the year ended December 31, 2002 was \$48.3 million. As of the Petition Date, the Debtors employed approximately 7,500 full-time employees, approximately 1,000 of which are represented by unions.

RELIEF REQUESTED

14. Debtor, CyanoKEM, Inc., is the owner and title holder of the Detroit Property.

15. There are certain environmental concerns associated with the Detroit Property that were in existence before the Petition Date.

16. The Detroit Property consists of three parcels of land that total approximately three acres in an industrial portion of the City. The Debtors operated the Detroit Property in accordance with state and federal law as a hazardous waste storage and treatment facility from 1995 until 2001. Debtors ceased receiving waste material in March 1999. On or about December 19, 2002, Debtors received final authority from the State of Michigan Department of Environmental Quality to close the facility.

17. Of the three acres of land, approximately one acre is covered with concrete and supports several structures. These abandoned structures have no economic value and cannot be used by the estates. Included among these structures are: two buildings that consisted of a former waste water treatment system and the former offices and laboratory; an empty pit that used to hold tanks, which have subsequently been removed; and a metal sided structure. Also on the property are two water pumps that collect groundwater for disposal.

18. As a consequence of the environmental concerns, the Detroit Property is burdensome to the estate or of inconsequential value and benefit to the estate and is therefore eligible for abandonment under the Bankruptcy Code § 554.

19. In addition, the Debtors have been unsuccessful in their efforts to sell the Detroit Property.

BASIS FOR RELIEF REQUESTED

20. "After notice and a hearing, a trustee may abandon property which is burdensome to the administration of the estate or is of inconsequential value and benefit to the estate." 11 U.S.C. § 554(a).

21. Environmentally impacted property may be abandoned when there is no imminent and identifiable harm to the public. *Midlantic Nat. v. New Jersey Dept.*, 474 U.S. 494, 106 S.Ct. 755 (1986); *In re Shore Co., Inc.*, 134 B.R. 572 (Bankr. E.D. Tex. 1991); *In re Anthony Ferrante & Sons, Inc.*, 119 B.R. 45 (Bankr. D.N.J. 1990); *In re FCX, Inc.*, 96 B.R. 49 (Bankr. E.D. N.C. 1989); *In re Smith-Douglass, Inc.*, 856 F.2d 12 (4th Cir. 1988).

22. The Detroit Property does not pose an imminent and identifiable threat to the public.

Interim response in progress
Score 32

Ats of release: barrels
Lagoon

Arsenic
Cadmium
Copper
Cyanide
Lead

23. Failure to authorize the Debtors to abandon the Detroit Property will result in a considerable delay, jeopardizing the confirmation process thereby posing a potentially severe detriment of the Debtors' estates.

24. No previous request for the relief sought herein has been made to this Court or any other court.

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CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter an order authorizing the abandonment of the Detroit Property pursuant to Section 554 of the Bankruptcy Code and granting such further relief as the Court deems necessary and just.

Respectfully submitted this 23rd day of October 2003.

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CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the foregoing Motion was served by first class United States Mail, postage prepaid, on the 23rd day of October, 2003, to the parties listed on the attached Exhibit "1", which consists of :

- a. The United States Trustee;
- b. Any trustee appointed in this case;
- c. The official committee of unsecured creditors;
- d. Governmental agencies identified in Fed. R. Bankr. P. 2002(j);
- e. The Revolving Facility Lenders and their Counsel;
- f. The Term and PIK Note Lenders and their Counsel;
- g. The fifty largest unsecured creditors of the Debtors, collectively;
- h. The entity against whom relief is sought and its counsel, if known;
- i. Parties claiming an interest in the affected property or whose interests are directly affected by the Motion;
- j. Entities requesting notice under Fed. R. Bankr. P. 2002; and
- k. All entities on whom the Court has ordered notice.

/s/ Tony L. Draper
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Exhibit "1"

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