

Robert J. Feinstein
Pachulski Stang Ziehl & Jones LLP
780 Third Avenue, 36th Floor
New York, NY 10017-2024
(212) 561-7700
(212) 561-7777 (fax)
rfeinstein@pszjlaw.com

George H. Tarpley
State Bar No. 19648000
Cox Smith Matthews Incorporated
1201 Elm Street, Suite 3300
Dallas, TX 75270
(214) 698-7800
(214) 698-7899 (fax)
gtarpley@coxsmith.com

PROPOSED LEAD COUNSEL TO OFFICIAL
UNSECURED CREDITORS'
COMMITTEE

PROPOSED LOCAL COUNSEL TO OFFICIAL
UNSECURED CREDITORS' COMMITTEE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

§ **CHAPTER 11**

**REDDY ICE HOLDINGS, INC. and
REDDY ICE CORPORATION,**

§ **CASE NO. 12-32349-sgj-11 and**
§ **12-32350-sgj-11**

Debtors

§ **(Jointly Administered)**

§

**APPLICATION FOR ORDER AUTHORIZING
AND APPROVING THE EMPLOYMENT OF
PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL TO THE
OFFICIAL UNSECURED CREDITORS' COMMITTEE TO
REDDY ICE CORPORATION NUNC PRO TUNC TO APRIL 25, 2012**

The Official Unsecured Creditors' Committee (the "Committee") of Reddy Ice Corporation ("Reddy Ice Corporation") hereby moves this Court (the "Application") for the entry of an order authorizing and approving the employment of Pachulski Stang Ziehl & Jones LLP ("PSZJ" or the "Firm") as lead counsel to the Committee in connection with Reddy Ice Corporation's chapter 11 case, *nunc pro tunc* to April 25, 2012, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (as amended, the "Bankruptcy Code"), Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Northern District of Texas (the "Local Rules"); and in support of the



Application, the Committee submits the Declaration of Robert J. Feinstein, a partner of the Firm (the "Feinstein Declaration"), attached hereto and incorporated herein by reference. In support of the Application, the Committee respectfully represents as follows:

I. JURISDICTION

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of these chapter 11 cases in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 5002, and Local Rule 2014-1.

II. BACKGROUND

2. On April 12, 2012 (the "Petition Date"), the Reddy Ice Holdings, Inc. and Reddy Ice Corporation (jointly, the "Debtors") filed voluntary petitions with the Court under chapter 11 of the Bankruptcy Code, thereby commencing the above-captioned cases. The factual background regarding the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of this chapter 11 case, is set forth in detail in the *Declaration in Support of Chapter 11 Petitions and Various First Day Applications and Motions* [Docket No. 27], filed on the Petition Date.

3. By Order dated April 13, 2012 [Docket No. 56], these chapter 11 cases are being jointly administered. The Debtors continue to operate their business and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As of the date hereof, neither a trustee nor an examiner has been appointed in these chapter 11 cases.

4. On April 20, 2012, the Office of the U.S. Trustee appointed the Official Unsecured Creditors' Committee (the "Committee") to represent all unsecured creditors of

Debtor Reddy Ice Corporation pursuant to sections 1102(a) and 1102(b)(1) of the Bankruptcy Code [Docket No. 123], and amended that appointment on April 23, 2012 [Docket No. 132].

5. The Committee is presently composed of the following five creditors: (i) Sharp Packaging; (ii) Thomas Beverage Co., Inc.; (iii) TSI&C, Inc.; (iv) Lawrence Acker; and (v) Piedmont National Corp.

6. The Committee has held its organizational meeting, and decided to retain the Firm as its lead counsel, Cox Smith Matthews Incorporated as its local counsel, and BDO Consulting Corporate Advisors, LLC as its financial advisor.

7. A hearing is presently scheduled for May 18, 2012 at 9:30 a.m. to consider the adequacy of the Disclosure Statement and confirmation of the Plan.

8. The Firm has over 70 attorneys with a practice concentrated on reorganization, bankruptcy, litigation and commercial issues. The Firm's attorneys have extensive experience representing creditors' committees, debtors, creditors, trustees and others in a wide variety of bankruptcy cases, including in this District. Based on these facts, the Committee believes that the Firm is well-qualified to render the services described below. More information on the Firm is available at its website, www.pszjlaw.com.

III. RELIEF REQUESTED

9. By this Application, the Committee respectfully requests that the Court enter an order, substantially in the form annexed hereto as Exhibit A, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 5002, and Local Rule 2014-1, authorizing the Committee to employ and retain the Firm as its bankruptcy counsel in these chapter 11 cases. The Committee has selected PSZJ as its lead counsel in compliance with N.D. Tex. L.B.R. 2090-4, and in furtherance of the efficient administration of the estate on behalf of the Committee. The Committee seeks to retain the Firm *nunc pro tunc* to April 25, 2012 because

the Firm began providing services to the Committee as of such date. The Committee believes that such *nunc pro tunc* retention is appropriate in these chapter 11 cases because the Committee required effective representation prior to such time as a retention application could be submitted to the Court due to the exigencies of these chapter 11 cases, and the Firm has been providing services to the Committee since April 25, 2012.

IV. SERVICES TO BE RENDERED

10. Subject to further Order of this Court, the Firm is expected to render, among other services, the following services to the Committee:

11. Assisting, advising and representing the Committee in its consultations with the Debtors regarding the administration of these cases;

12. Assisting, advising and representing the Committee in analyzing the Debtors' assets and liabilities, investigating the extent and validity of liens and participating in and reviewing any proposed asset sales, any asset dispositions, financing arrangements and cash collateral stipulations or proceedings;

13. Assisting, advising and representing the Committee in any manner relevant to reviewing and determining the Debtors' rights and obligations under leases and other executory contracts;

14. Assisting, advising and representing the Committee in investigating the acts, conduct, assets, liabilities and financial condition of the Debtors, the Debtors' operations and the desirability of the continuance of any portion of those operations, and any other matters relevant to these cases or to the formulation of a plan;

15. Assisting, advising and representing the Committee in its participation in the negotiation, formulation and drafting of a plan of liquidation or reorganization;

16. Advising the Committee on the issues concerning the appointment of a trustee or examiner under section 1104 of the Bankruptcy Code;

17. Assisting, advising and representing the Committee in understanding its powers and its duties under the Bankruptcy Code and the Bankruptcy Rules and in performing other services as are in the interests of those represented by the Committee;

18. Assisting, advising and representing the Committee in the evaluation of claims and on any litigation matters, including avoidance actions; and

19. Providing such other services to the Committee as may be necessary in these cases.

V. DISINTERESTEDNESS OF PROFESSIONALS

20. To the best of the Committee's knowledge, and based upon the Feinstein Declaration attached hereto, neither the Firm nor any of its attorneys have any connection with any party in interest, their attorneys or accountants, other than as set forth in the Feinstein Declaration.

21. To the best of the Committee's knowledge, except as provided in the Feinstein Declaration, neither the Firm, nor any of its attorneys represent any interest adverse to that of the Committee in the matters on which they are to be retained, and the Firm's attorneys are disinterested persons under section 101(14) of the Bankruptcy Code.

22. While the Firm has undertaken, and continues to undertake, 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 or as these cases progress, learn of any new connections of the nature described above, the Firm will promptly file supplemental declarations, as required by Bankruptcy Rule 2014(a).

23. The Firm represents many committees in other bankruptcy cases, and the members of those committees or those estates may be creditors of the Debtors. However, the Firm will not represent any members of those committees with respect to any claims that they may have collectively or individually against the Debtors.

VI. PROFESSIONAL COMPENSATION

24. The Committee desires to employ the Firm and compensate the firm with reasonable fees to be determined by the Court. No compensation will be paid to the Firm except upon compliance with the Bankruptcy Code, Bankruptcy Rules and Local Rules, and this Court's Orders. The Firm has received no retainer in these cases to represent the Committee. Neither the Committee nor any of its members (or their representatives) are or will be liable for any fees or costs incurred by the Firm in its representation of the Committee. The principal attorneys and paralegals presently designated to represent the Committee and their current standard hourly rates are:

Robert J. Feinstein	\$955.00 per hour
Maria Bove	\$645.00 per hour
Gabrielle A. Rohwer	\$595.00 per hour
Thomas J. Brown	\$220.00 per hour

25. The hourly rates set forth above are PSZJ's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate PSZJ for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses.¹ By agreement with the Committee, the Firm will not charge for non-working travel time.

¹ These rates are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein.

VII. REQUEST FOR EXPEDITED APPROVAL

26. PSZJ began performing services for the Committee on April 25, 2012, the date on which the Committee met to select its professionals. To ensure the prompt presentation of this Application, the Committee requests that the Court consider this Application as soon as possible on the Court's docket and approve this Application effective as of April 25, 2012. Pursuant to N.D. Tex. L.B.R. 2014-1(b)(1), this application is considered filed contemporaneously with the commission of services. Further, to avoid prejudice to the Committee due to its need for immediate financial advisors, the Committee seeks immediate approval of this Application. A separate motion for expedited consideration will be filed contemporaneously with this Application.

VIII. NOTICE

27. Notice of this Application has been given to the following parties or, in lieu thereof, to their counsel, if known: (i) counsel to the Debtors; (ii) the Office of the United States Trustee for this District; (iii) counsel to the Debtors' DIP lenders; and (iv) all parties requesting notice pursuant to Bankruptcy Rule 2002. The Committee submits that, in light of the nature of the relief requested, no other or further notice need be given.

IX. PRAYER

WHEREFORE, the Committee requests that the Court enter the order (the "Order") annexed hereto as Exhibit A, approving the employment of the Firm as its counsel, *nunc pro tunc* to April 25, 2012, to render services as described above with compensation to be paid as an administrative expense in such amounts as this Court may hereafter determine and allow; and grant the Committee such other and further relief as the Court deems just and proper.

Dated: May 9, 2012

THE OFFICIAL UNSECURED CREDITORS'
COMMITTEE OF REDDY ICE CORPORATION
Solely in its capacity as Chair of the Committee and not in its
individual capacity

By: /s/ Joan Wagstaff

Joan Wagstaff
TSI&C, Inc.

[Remainder of this page intentionally left blank; additional signature page will follow]

Dated: May 9, 2012

PACHULSKI STANG ZIEHL & JONES LLP

By: /s/ Robert J. Feinstein

Robert J. Feinstein
(NY Bar No. RF-2836)
780 Third Avenue, 36th Floor
New York, New York 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777

[Proposed] Lead Counsel for Official
Unsecured Creditors' Committee]

Dated: May 9, 2012

COX SMITH MATTHEWS INCORPORATED

By: /s/ George H. Tarpley

George H. Tarpley
(State Bar No. 19648000)
1201 Elm St., #3300
Dallas, TX 75270
Telephone: (214) 698-7800
Facsimile: (214) 698-7899

[Proposed] Local Counsel for Official Unsecured
Creditors' Committee]

EXHIBIT “A”

Robert J. Feinstein
Pachulski Stang Ziehl & Jones LLP
780 Third Avenue, 36th Floor
New York, NY 10017-2024
(212) 561-7700
(212) 561-7777 (fax)
rfeinstein@pszjlaw.com

George H. Tarpley
State Bar No. 19648000
Cox Smith Matthews Incorporated
1201 Elm Street, Suite 3300
Dallas, TX 75270
(214) 698-7800
(214) 698-7899 (fax)
gtarpley@coxsmith.com

PROPOSED LEAD COUNSEL TO OFFICIAL
UNSECURED CREDITORS' COMMITTEE

PROPOSED LOCAL COUNSEL TO OFFICIAL
UNSECURED CREDITORS' COMMITTEE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§	CHAPTER 11
	§	
REDDY ICE HOLDINGS, INC. and REDDY ICE CORPORATION,	§	CASE NO. 12-32349-sgj-11 and 12-32350-sgj-11
	§	
Debtors	§	(Jointly Administered)
	§	
	§	

**DECLARATION IN SUPPORT OF APPLICATION
FOR ENTRY OF A FINAL ORDER AUTHORIZING AND APPROVING
THE EMPLOYMENT OF PACHULSKI STANG ZIEHL &
JONES LLP AS COUNSEL TO THE OFFICIAL UNSECURED CREDITORS'
COMMITTEE OF REDDY ICE CORPORATION *NUNC PRO TUNC* TO APRIL 25, 2012**

I, Robert J. Feinstein, declare under penalty of perjury as follows, pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure:

I am a partner with the firm of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”),¹ with offices located at 780 Third Avenue, 36th Floor, New York, New York 10017-2024. I am duly admitted to practice law in the State of New York, the United States District Courts for the Southern, Eastern, Northern, and Western Districts of New York, and the United States Court of Appeals for the Second Circuit. An Order granting my application to appear *pro hac vice* before this Court was entered on May 4, 2012 [Docket No. 237]. I am authorized to

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

submit this *Declaration in Support of the Application for Entry of an Order Authorizing and Approving the Employment of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Unsecured Creditors' Committee of Reddy Ice Corporation Nunc Pro Tunc to April 25, 2012* (the "Application").

1. Neither I, the Firm, nor any partner, of counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or any other parties in interest herein, or their respective attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, except as set forth herein.

2. Section 1103(b) of the Bankruptcy Code does not incorporate the general "disinterestedness" standard of section 327(a). However, Rule 2014 requires that an application for employment under section 1103 disclose all connections with the Debtors, the estates, the professionals and the Office of the Trustee. The Firm, therefore, discloses its known connections as follows.

3. The Firm has made the following investigation of disinterestedness prior to submitting this declaration. The Firm has undertaken a full and thorough review of its computer data base which contains the names of clients and other parties interested in particular matters. The Firm requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through the Firm's data base and to enter into that data base conflict information regarding new clients or new matters. Thus, a review of said computerized data base should reveal any and all actual or potential conflicts of interest with respect to any given representation. In particular, an employee of the Firm, under my supervision, ran the names of, among others, (i) the Debtors and non-Debtor affiliates, (ii) the Debtors' known secured creditors, (iii) the Debtors' officers, directors

and shareholders, (iv) the twenty largest unsecured creditors of the Debtors as disclosed in filings with the Court, (v) counterparties to major leases, (vi) major lawsuit counterparties, (vii) the Debtors' significant vendors, insurance providers, and utility providers, (viii) the Debtors' significant competitors, (ix) the United States Trustee for the Northern District of Texas and key staff members, and (x) the Judges of the Bankruptcy Court for the Eastern Northern District of Texas, through the Firm's database. The names of the parties run through the Firm's data base are set forth on Schedule 1 attached hereto.

4. Based on the results of the database, it appears that PSZJ does not hold or represent any interest adverse to and has no connection, subject to the disclosures set forth below, with the Debtors herein, their creditors, the U.S. Trustee or any party-in-interest herein in the matters upon which PSZJ is to be retained, and is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, subject to the following material disclosures:

a. PSZJ has recently been engaged to serve as counsel to Kirkland & Ellis ("K&E"), counsel for Centerbridge Partners LP ("Centerbridge"), one of the Debtors' secured creditors and Plan sponsor, and Macquarie Bank Limited, the Debtors' DIP lender, in connection with the chapter 11 bankruptcy cases of Stallion Oilfield Services LTD., et al. (collectively, "Stallion"), Chapter 11 Case No. 09-13562 (BLS) pending in the United States Bankruptcy Court for the District of Delaware. The representation of K&E in Stallion is wholly unrelated to the Debtors' chapter 11 cases.

b. In the first quarter of 2011, PSZJ represented Centerbridge as a third party witness in the chapter 11 bankruptcy case of Tribune Company, et al., Chapter 11 Case No 08-13141 (KJC) pending in the United States Bankruptcy Court for the District of Delaware (the "Tribune Case"), in connection with responding to a subpoena. The representation of Centerbridge in the Tribune Case included a conflict waiver and accounted for less than 1% of the Firm's revenues. That matter has been concluded. The Tribune Case is unrelated to the Debtors' chapter 11 cases.

c. Deloitte Financial Advisory Services LLP ("Deloitte FAS") is employed in the Debtors' cases as a professional. On information and belief, Deloitte FAS is an affiliate of Deloitte Touche LLP. PSZJ has recently been engaged to serve as co-counsel to Deloitte Touche LLP in litigation pending in the matter of *Jeffrey Prosser, et al., v National Rural Utilities Cooperative Finance Corporation, et al.* (D. Del. C.A. No. 10-201-SLR) (the "Prosser Litigation"). The Prosser Litigation is unrelated to the Debtors' chapter 11 cases.

5. PSZJ represented, represents, and in the future will likely represent many committees in matters unrelated to the Debtors and these cases, whose members may be creditors and/or committee members in these cases. The Firm, however, is not representing any of those entities in these chapter 11 cases and will not represent any members of these committees in any claims that they may have collectively or individually against the Debtors.

6. PSZJ and certain of its partners, of counsel and associates represented, represents, and in the future will likely represent creditors of the Debtors in connection with matters unrelated to the Debtors and these cases. At this time, the Firm is not aware of any such representations except as noted herein. If the Firm identifies any further such representations, the Firm shall make further disclosures as may be appropriate at that time.

7. Further, as part of its practice, PSZJ appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' chapter 11 cases. The Firm has represented, represents, and in the future will likely represent debtors and creditors committees in cases unrelated to the Debtors and these chapter 11 cases wherein one or more of the aforementioned firms serve or will serve professionals.

8. Subject to Court approval, the Committee will seek to retain various professionals during the pendency of these cases, including Cox Smith Matthews Incorporated as local counsel, and BDO Consulting Corporate Advisors, LLC as financial advisor.

9. The Firm has represented, represents, and in the future will likely represent debtors and creditors' committees in cases unrelated to the Debtors and these chapter 11 cases wherein one or more of the aforementioned firms have served as professionals.

10. PSZJ is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code in that the Firm, its partners, of counsel and associates:

- a. are not creditors, equity security holders or insiders of the Debtors;
- b. are not and were not within 2 years before the date of the filing of the Debtors’ chapter 11 petitions, a director, officer, or employee of the Debtors;
- c. are not and were not, within three (3) years before the date of the filing of the Debtors’ chapter 11 petitions, an investment banker for a security of the Debtors, or an attorney for such investment banker in connection with the offer, sale or issuance of any security of the Debtors;
- d. does not have an interest materially adverse to the interest of the Debtors’ 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, except as disclosed herein.

11. Except as disclosed above, the Firm has received no retainer from the Debtors or Committee or any payment, nor any promise of payment, during the one-year period prior to the filing of the Debtors’ petition. No compensation has been paid or promised to be paid from a source other than the Debtors’ estates in these chapter 11 cases. No promises have been received by the Firm nor by any partners, of counsel or associate thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these chapter 11 cases, except among the partners, of counsel and associates of the Firm. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by the Firm in its representation of the Committee.

12. The Firm intends to apply for compensation for professional services rendered in connection with these chapter 11 cases subject to approval of this Court and compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual,

necessary expenses and other charges incurred by the Firm. The principal attorneys and paralegals presently designated to represent the Committee and their current standard hourly rates are:

- a. Robert J. Feinstein \$955.00 per hour
- b. Maria Bove \$645.00 per hour
- c. Gabrielle A. Rohwer \$595.00 per hour
- d. Thomas J. Brown \$220.00 per hour

13. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature, which are subject to adjustment from time to time. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. These rates are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein, and the Firm will charge its standard hourly rates for their services. Pursuant to the request of the Committee, the Firm will not bill its time charges for non-working travel time. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is fairer to charge these expenses

to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

14. PSZJ intends to work closely with Cox Smith Matthews Incorporated, BDO Consulting Corporate Advisors, LLC and other professionals retained by the Committee, to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

Dated: May 7, 2012

By: /s/ Robert J. Feinstein
Robert J. Feinstein

Exhibit A

DEBTORS

Reddy Ice Holdings, Inc.
Reddy Ice Corporation

CURRENT AND FORMER DEBTOR-AFFILIATED ENTITIES

Admiral Ice
All Seasons Ice
Allied Grinders, Inc.
Anytime Ice
Artic Ice House
Artic Ice of Oregon
Artic-Land Ice
Aspen Cool Ice
Avalanche Ice
Barrels of Ice Cream
Big Nugget Supply
Blackland Ice Company
Blue Crystal Ice
Blue Northern Ice Company
Bob's Ice
City Ice Company
Clear Ice Company
Crystal Ice Company
Crystal Ice Cube Company
Dalton Ice Company
Denver Cold Storage
Easy Ice, LLC
Farmer's Ice Company
Gofer Ice
Golden Eagle Ice Texas, Inc.
Gutierrez Ice Company
H&H Ice Company
Hard Water Ice
Hardwater Ice
Host Equipment LTD
Humble Ice
Humble Wholesale Ice
Ice Express
Ice House Ice Company
J.J. Ice Company
Las Vegas Ice and Cold Storage
Majestic Ice Company
Martinsville Ice Company
Medina Ice
Metro Ice Corporation

Miami Ice Co.
Mission Party Ice, Inc.
Mitch's Ice
Moreland Ice
Mr. Ice Man
North Star Ice
North Texas Ice
Packaged Ice Leasing, Inc.
Packaged Ice Southeast, Inc.
Page Ice
Party Time Ice Co.
Polar Dry Ice
Ponca City Ice
Prescott Ice
Red River Ice
Reddy Ice Ip, Inc.
Sooner Ice
Southco Ice Inc.
Southern Ice Company
Southwest Texas Packaged Ice Inc.
Space Ice Co.
Superior Ice
Texas Royal Ice
The Ice Factory
The Ice House
Tropical Ice
Water Rocks Ice Company
Wright Ice Company

SECURED LENDERS

(11.25% Senior Secured Notes)
Advent Capital Management, LLC
Aegis Financial Corporation
American Money Management Corporation
Anasazi Management LLC
Avenir Corporation
B. Riley & Co.
Babson Capital Management, LLC
Bank of America
Centerbridge Partners, LP
Concise Capital, LLC
Crescent Capital Group, L.P.
Euroclear Bank
Fidelity Management & Research Company
Fidelity National Financial (Asset Management)
First Western Capital Management Company

Hallmark Financial Services, Inc. (Asset Management)
Henton Invest
Hillview Capital Advisors, LLC
Hourglass Capital Management, Inc.
HSBC Private Banking
IMS Capital Management
Jyske Invest Fund Management A/S
Kellner, Dileo & Company
Knighthood Capital Management, LLC
M&I Investment Management Corp.
Manulife Asset Management (U.S.) LLC
Metropolitan West Asset Management, LLC
Moab Capital Partners, LLC
Morgan Stanley & Co.
Newcastle Capital Management, L.P.
Newport Global Advisors, L.P.
PIMCO – Pacific Investment Management Company
Port Royal Partners Capital Management LLC
Putnam Investment Management, LLC
Redwood Capital Management, LLC
RGA Reinsurance Company (Insurance)
Seix Investment Advisors, LLC
Sunset Manager I LLC
UBS Securities, LLC
USAA Investment Management Company
Wells Fargo Securities, LLC

SECURED LENDERS

(13.25% Senior Secured Notes)
Anasazi Management LLC
Arbiter Partners
Aspen National Financial, Inc.
Avenir Corporation
Bank of America
Centerbridge Partners, LP
Courage Capital Management, LLC
Fidelity Management & Research Company
Foxhill Capital Partners, LLC
Interlaken Management LLC
Jack Brucker
JPMorgan Securities
Paradigm Capital Corporation
Port Royal Partners Capital Management, LLC
Valinor Management, LLC
Wells Fargo Securities, LLC
Wells Fargo Bank, National Association (Trustee)

SECURED LENDERS

(10.5% Senior Discount Notes)
Aegis Financial Corporation
Aspen National Financial, Inc.
Moab Capital Partners, LLC
Roumell Asset Management, LLC
T. Rowe Price Associates, Inc.
USAA Investment Management Company
U.S. Bank National Association (Trustee)

SECURED LENDERS

(Revolving Credit Facility)
Macquarie Bank Limited

DALLAS COWBOYS NOTE PAYABLE

Cowboys Stadium, LP

LIENHOLDERS

Process Refrigeration Technologies
Wilson Electric
Prime Controls
Model City Erection
3M Purification, Inc.
Browning's Welding Service Inc.
Darryl Bates
A&J Services
Fine Line Fabricating Inc.
Lancer Corporation

EQUITY OWNERSHIP (> 5%)

Alan J. Bernon
Robert E. Mead

INSURERS/INSURANCE BROKERS

AmWins Brokerage of New Jersey
ARC Excess & Surplus
Axis Insurance Company
Chartis
Crum & Foster
Discover Re
Endurance American Specialty Insurance Co.
Gallagher Bassett
Genatt Associates
Great American Insurance Group
Illinois National Insurance Co.

Ironshore Specialty Insurance Company
J. Smith Lanier & Co.
Lloyds of London
Lockton Companies
Marsh USA
Max Specialty
Starr Indemnity & Liability
UIC, Inc.
US Specialty
Wells Fargo Insurance Svcs
Western World Insurance Group
XL Specialty Insurance Company

BANKS

1st United Bank & Trust
Austin Bank
Bank of America
Bank of the West
BBVA Compass
Branch Banking & Trust
Capital One
JPMorgan Chase Bank, N.A.
Oklahoma Bank & Trust
Point Bank
Prosperity Bank
Regions Bank
Security Bank
Trustmark
Union Bank of California
United Community Bank
US Bank
Vision Bank
Wells Fargo

CURRENT AND FORMER DIRECTORS, OFFICERS, AND MANAGEMENT

Angie Wallander
Bill Blane
Bill Daniel
Bill Richardville
Brian Himes
Catherine Nesbitt
Chris Davenport
Darren Boruff
Darren Greer
Doug Reeves
Gary Larson

Gil Cassagne
Graham Davis
Greg Spear
Jerry Williams
Jim Fischette
Jimmy C. Weaver
Joe Geloso
Ken Fernandez
Kevin Cameron
Mark Steffek
Michael McGrath
Michael Rauch
Nancy Green
Nick Bolton
Paul Smith
Peter Ireland
Reb Bailey
Richard Wulz
Rick Wach
Robert Verdecchio
Steve Janusek
Steve Wilson
Tammy Brooks
Theodore Host
William Brick

MAJOR COMPETITORS OF THE DEBTORS

Arctic Glacier, Inc.
Home City Ice

PROFESSIONALS

Davies Ward Phillips & Vineberg LLP
Deloitte Touche Tohmatsu
DLA Piper LLP (US)
FTI Consulting, Inc.
Jefferies and Company, Inc.
Kurtzman Carson Consultants LLC
PricewaterhouseCoopers LLP

PROFESSIONALS TO NON-DEBTOR PARTIES-IN-INTEREST

Andrews Kurth LLP
Bain & Company, Inc.
Broadridge
Carson Fischer, P.L.C.
CBRE
Cox Smith Matthews Incorporated

Curtis Castillo PC
Dickinson Wright PLLC
Docken & Company
Dykema Gossett PLLC
Environ
Ernst & Young LLP
First American Title
Fulbright & Jaworski L.L.P.
Greenberg Traurig LLP
Houlihan Lokey
Kessler, Topaz, Meltzer and Check, LLP
King & Spalding, L.L.P.
Kirkland & Ellis LLP
Kohn, Swift & Graf, P.C.
Law Offices of Robert E. Luna, P.C.
Linebarger Goggan Blair & Sampson, LLP
Lockridge Grindal Nauen P.L.L.P
Marsh
MNP LLP
Munsch Hardt Kopf & Harr, P.C.
Okin Adams & Kilmer LLP
Perdue, Brandon, Fielder, Collins & Mott, L.L.P.
Pachulski Stang Ziehl & Jones LLP
Saul Ewing LLP
Securities and Exchange Commission
Sutts, Strossberg LLP
Wachtell, Lipton, Rosen & Katz
Wright Ginsberg Brusilow P.C.
Wild Law Group PLLC
Zolfo Cooper

MAJOR UNSECURED CREDITORS AND PARTIES-IN-INTEREST

8750 NCE Dallas, LLC
Accountemps Inc.
Accretive Solutions
Ace Technical Services Corp.
ADP Inc.
Aetna
Airgas Dry Ice
Alvarado ISD
Areas Advertising
B&B Ice Inc.
Badger Paperboard Inc.
Big Bear Ice Company
Billy Ray Wilson
Bridgestone Americas

Burleson ISD
Carrollton-Farmers Branch Independent School District
C H Robinson
Cherokee County Cogeneration Partners, L.P.
Choice Solutions
Cirro Group, Inc.
City of Alvarado
City of Burleson
City of Cleburne
City of Godley
City of Keene
Cleburne ISD
Collin County Tax Assessor/Collector
Comptroller of Public Accounts of the State of Texas
Cowboys Stadium, LP
Dallas County
Denver Manager of Finance
DM Transportation
El Paso County Treasurer
Electric Motors of Palm Beach
Element K Corporation
Enerflex Energy Systems, Inc.
First Advantage Tax Consulting
Fort Pierce Utilities Authority
Freedom Profit Recovery
Fremont County Treasurer
Fuelman – Pre Paid
GEA North America Refrigeration Inc.
Global Software, Inc.
Grainger (Dept. 850584335)
Granite Telecommunications
Hoshizaki America, Inc.
Idealease Services Inc.
Industrial Refrigeration Parts
JMKC Express
Johnson County
Johnson Supply
Keene ISD
King County Treasurer
Leer, Inc.
Lewisville Independent School District
Lockton Companies LLC (Dunning)
Mac Trailer, Inc.
Mac Trailer Leasing LLC
Mesa County Treasurer
Mike Albert Leasing, Inc.

MetLife
Mike Albert Leasing, Inc.
Modern City Erection Co.
Modern Ice Equipment and Supply
Palnet Premier Logistics Network LLC
Penske
Penske Truck
Penske Truck Leasing
Piedmont National Corp.
Pierce County Assessor Treasurer
PLM Trailer Leasing
Polyrol Packaging Systems
Port Norfolk Holdings
Prime Controls LP
Pro Set, Inc.
Process Refrigeration Technologies
Pulaski County Treasurer
Purvis Industries, Ltd.
Quick Fuel
Randolph Industrial Supplies
Roadnet Technologies Inc.
Ross Computer Systems, LLC
Ryder Transportation
Ryder Transportation Services
S.T.E.D.
Sharp Packaging
Sharp Packaging Systems LLC
SHPS Inc.
Snohomish County Treasurer
SPR Packaging, LLC
Tarrant County
Technology & Management Consulting
Texas Comptroller of Public Accounts
Texas Metal Specialty Company
Toyota Motor Credit Corporation
TSI&C, Inc.
United Healthcare c/o Bank One
United Refrigeration, Inc.
Westport Insurance Corporation
Yakima County Treasurer

PARTIES TO MAJOR LITIGATION

1008021 Alberta Ltd.
823 Sproul Inc.
Ainello Mancusi
Alvin's Enterprises, Inc.

Anne Dorrance
Arctic Glacier Income Fund
Arctic Glacier International, Inc.
Arctic Glacier, Inc.
Arkansas Garden Center North, LLC
Arkansas Garden Center West, LLC
Baron Group, Inc.
Ben D. Kay
Beverly Herron
Brandi Palombella
Brian W. Buttars
Brian Rogers
Bryan S. Neal
Charles Knowlton
Checker Drugs and Food
Chi-Mar Enterprises, Inc.
Christopher S. Kiper
Chukrid Khorchid
Circle Beer & Beverage, Inc.
Elite Energy, LLC
F&V Oil Col., Inc.
Gail M. Nicholson
Gilbert M. Cassagne
Ian Groves
Isaiah Lane
James Feeney
Jan Barranco-Grams
Jenifer Valencia
Jimmy C. Weaver
Joe Sweeney
John Chamberlain
John Spellmeyer
Joseph Krainc
Joseph Riley
Justin Scarlet
Karen Prentice
Kenco, Inc.
Kingsway Enterprises, Inc.
Kozak Enterprises, Inc.
Lawrence J. Acker
Lawrence Diamond
Lehoma Goode
Linco Distributing Co., Inc.
Linda Desmond
Louise Knowles
Lynn Strauss

Mall Mart, Inc.
Marin Scotty's Market, Inc.
Martin G. McNulty
Mazel LLC
Melrick, Inc.
Michael G. Coffey
Michael H. Rauch
Michael Packer
Michael S. McGrath
Nancy Green
Nathan Croom
Party King
Patrick Simasko
Perry Peka
Polly's Food Service, Inc.
Raymond D. Booth
Rich Aust
Ridge Plaza Inc.
Robert DeLoss
Robert N. Verdecchio
Ron Miastkowski
RSB Wellman Co., Inc.
Samuel Winning
S&S Lima, Inc.
Silver Springs Liquour, Inc.
Solid Waste, Ltd.
Southeastern Pennsylvania Transportation Authority
Special Events Marketing
Steven J. Janusek
Suzie's Investments, Inc.
The Home City Ice Company
Theodore J. Host
Thirfy Liquour, Inc.
Thomas Beverage Co., Inc.
Thomas Beverages Co., Inc.
Thomas Liquors
Tracey L. Noll
Wayne Stanford
William E. Spencer
William P. Brick
Y&R's, Inc.

THIRD PARTY ADMINISTRATORS

ADP
Aetna
Appticity Commercial Servs LP

Extol International, Inc.
JPMorgan Chase Bank, N.A.
Lexis-Nexis
Lincoln Financial
MetLife (Metropolitan Life Insurance Co.)
Microsoft Licensing, GP
Next Process
Ross Computer Systems, Inc.
SHPS, Inc.
Stratix Corporation
Taxesaver Plan
United Healthcare
VSP (Vision Service Plan)
WestPort Insurance Corp.

UTILITY PROVIDERS

Alabama Power
Cirro Energy
City of Austin, TX
City of East Point, GA
City of Phoenix, AZ
Constellation NewEnergy/14217
Dominion Virginia/NC Power/26543
El Paso Electric Company
Entergy Louisiana, Inc./8108
Florida Power & Light Company (FPL)
Georgia Power
JEA/Jacksonville Electric Authority
Nashville Electric Service
NV Energy/30086
OG&E – Oklahoma Gas & Electric Service
Progress Energy Carolinas, Inc.
Reliant Energy Solutions/120954
SCE&G – South Carolina Electric & Gas
SRP – Salt River Project
Sumter Electric Cooperative, Inc., FL
Teco Tampa Electric Company
Utilities Commission, FL
XCEL Energy: Public Service Company of CO

MAJOR VENDORS

Advantage IQ
Anytime Ice
B&B Ice Inc.
Big Bear Ice Company
BP Products North America

Chase Equipment Finance
DLA Piper US LLP
Ecova
Fleetcor Technologies
Gallagher Bassett Services Inc.
GE Capital
Hoshizaki America, Inc.
Idealease Services Inc.
Internal Revenue Service
John and Shirley Grosso Prop LLC
Leer, Inc.
Mac Trailer Leasing LLC
Macquarie Bank Ltd.
Mike Albert Leasing LLC
Modern Ice Equipment & Supply
Palnet
Pasco
Penske Truck
Piedmont National Corp.
PricewaterhouseCoopers, LLC
Ryder Transportation Services
SPR Packaging, LLC
United Healthcare Group
Wells Fargo Bank
Wilmington Trust Company
Z&Z Enterprise (rent-loc 361)

OTHER CRITICAL VENDORS

Automotive Resources International (ARI)
Bank of America
Barloworld
Briggs – Yale Equipment
Caterpillar
Chase
Crown Material Handling
Daimler Chrysler
De Lage Laden
First Advantage
GE Capital
Idealease
IFM
IFMC
Johnson Lift / Hyster
Kenco Toyota Life
Key Equipment Finance

Leer, Inc.
Marlin Leasing
Mike Albert
Nationalease
NMHG Financial Services
Penske
PLM
PNC
Ryder
SPR
Toyota Financial Services
Toyota Industrial Equipment

BENEFICIARIES AND ISSUERS OF LETTERS OF CREDIT

Ace American Insurance Company
Fidelity and Deposit Company of Maryland
Hanover Insurance Co.
JPMorgan Chase Bank, N.A.
MB Financial Bank, N.A.
Northpark Central – VEF II, LP
Reliance Insurance Company (in liquidation)
Sentry Financial Corporation
The Travelers Indemnity Company
Zurich American Insurance Company

PARTIES TO SIGNIFICANT CONTRACTS WITH THE DEBTORS

Macquarie Capital (USA) Inc.
Sentry Financial Corporation
Wildwood Financial Group, Inc.

COMMON CARRIERS AND WAREHOUSEMEN TO THE DEBTORS

2959 California, LLC
35th Drive & PP, LLC
4216 Shannon Drive, LLC
4325 Northpark LLC
4R'S Transportation, LLC
ACI Motor Freight, Inc.
Acquisitions EPT/LTD
Apple River Logistics, LLC
Beaver Express
Brown Brothers Builders
C H Robinson
Cato's Trucking & Asphalt Co.
Central Razor, LLC
Champion Ice Transport
Chikato Trans. Services, LLC

Citisco, Inc.
CJC Trucking, Inc.
Clear Channel Real Estate, Inc.
County Line 50, LLC
David Scott Hibberd
Dean Foods
Desert Coastal Transport, Inc.
DM Transportation
Dudley Swann, Sr.
FA Shaw LLC
Far Western Properties, LLC
Fed Ex Freight West
Ferrellgas LP
Fisher Shipping Company
Freightquote.com
Fruita Cool, LLC
Goergen Brothers Investments I, LLC
Goergen Brothers Investments II, LLC
Greyhound Package Express
Grosso Enterprises Coeur D'Alene LLC
Grosso Enterprises Moses Lake LLC
Grosso Enterprises Tacoma LLC
Grosso Investments Mukilteo LLC
Guaranty Bond Bank
Gus Neutze
High Country Industrial, LLC
IL Whan Chung and Moon Chung
J.W. Hammonds
James Hightower Trucking Co.
JMKC Express
Joe Lopez Transport LLC
John and Shirley Grosso, Husband and Wife
Johnny Thomas
Johnny Webb Shelley and Linda Shelley, Husband and Wife
Knight Refrigerated
L.D. Plante, Inc. c/o William H. Cross & Co. CPA
Landover Road LLLP
Leslie Whitted and Robert Whitted
Lipsey Logistics Worldwide
Lois Berry
Lou Johnson
Louis & Lee, Inc.
M&B Investments LLC
Miami Industrial and Public Facilities Authority
Mikes Trucking LLC (Dist)
Millard Refrigeration

Moon Chui Chung, M.D.
MTC Cold Storage
Neveros Enterprises, Inc.
Norfolk Southern
North Star Ice, Inc.
Northern Ice, Inc.
Northpark Central – VEF II, LP
Parsons Motor Freight Inc.
Port Norfolk Holdings, LLC
Potato Specialty Company
Pramukhji, LLC
Purser & Purser Properties
Quality Sign & Maint. Co., LLC
Ratliff Brothers, LLC
Ray V. Power & Selma Power
Ricca & Ricca LTD
Ricky Huertas
Rockland Investment Corporation, Inc.
Roger Pearson Living Trust
RSE Enterprises, Inc.
S&S Trailer Leasing, Inc.
Sixts Farms, Inc.
SN Investment Properties, LLC
South Point Distributing Inc.
Southeastern Freight Lines Inc.
Southern Asset Service Corporation
Space, LLC
Stampede Trucking, LLC
Stevens Global Logistics, Inc.
Teletrac Inc.
Terminal Freezers
The Ice House
Tim Davis
Tri-County Ice Company
Twin Lake Trucking, Ltd.
VBI Properties LLC
W&S R.E. Associates, LLC
Wadsetter Corp.
Waycross Ice Co., Inc.
Wayne Rudd
White Mountain Ice, Inc.
YRC
Zimmerman Properties, Inc.
ZNZ Enterprises

**BANKRUPTCY JUDGES FOR THE UNITED STATES BANKRUPTCY COURT,
NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION**

Chief Judge Barbara J. Houser
Judge Robert L. Jones
Judge D. Michael Lynn
Judge Harlin D. Hale
Judge Russell F. Nelms
Judge Stacey G. C. Jernigan

U.S. TRUSTEES

(Region 6 – Dallas, Texas Office)

Lisa L. Lambert
Mary Frances Durham
Meredyth Kippes
Nancy S. Resnick
Erin Schmidt
Elizabeth Ziegler
William T. Neary
George F. McElreath

SECURED LENDERS

(11.25% Senior Secured Notes)

Bank of America
Centerbridge Advisors LLC
HSBC
FMR LLC (Fidelity)
Morgan Stanley & Co. Inc.
UBS LLC
Wells Fargo Bank, N.A.
Putnam Investments

SECURED LENDERS

(13.25% Senior Secured Notes)

Bank of America
Centerbridge Advisors LLC
FMR LL (Fidelity)
JPMorgan Chase & Co.
Wells Fargo Bank, N.A.

SECURED LENDERS

(Revolving Credit Facility)

Macquarie Equipment Leasing Fund, LLC

LIENHOLDERS

3M Company

INSURERS/INSURANCE BROKERS

Chartis
Marsh USA, Inc.
Wells Fargo Bank, N.A.

BANKS

Bank of America
Capital One
JPMorgan Chase & Co.
Regions Bank
Union Bank, N.A.
Union Bank of California
US Bank
Wells Fargo Bank, N.A.
Western World Insurance Group

MAJOR UNSECURED CREDITORS AND PARTIES-IN-INTEREST

ADP, Inc.
Mac Trailer Realty, Inc.
Metlife Capital, Limited Partnership
Ryder Transportation
Toyota Motor Sales, USA Inc.
United Healthcare

THIRD PARTY ADMINISTRATORS

ADP, Inc.
JPMorgan Chase & Co.
Lincoln Financial
Metlife Capital, Limited Partnership

MAJOR VENDORS

DLA Piper LLP (US)
ECOVA, Inc.
GE Capital Solutions
General Electric Corporation
Mac Trailer Realty, Inc.
Macquarie Equipment Leasing Fund, LLC
PricewaterhouseCoopers LLP
Wells Fargo Bank, N.A.
Wilmington Trust Company

OTHER CRITICAL VENDORS

Bank of America
GE Capital Solutions
General Electric Corporation
Key Equipment Finance

MCFA Mitsubishi Caterpillar Forklift
PNC Financial Services Group
Toyota Motor Sales, USA Inc.

BENEFICIARIES AND ISSUERS OF LETTERS OF CREDIT

FMR LLC (Fidelity)
JPMorgan Chase & Co.
The Travelers Indemnity Company
Zurich Insurance Service, Inc.

PARTIES TO SIGNIFICANT CONTRACTS WITH THE DEBTORS

Macquarie Equipment Leasing Fund, LLC

COMMON CARRIERS AND WAREHOUSEMEN TO THE DEBTORS

Southpoint Distributing, Inc.

PROFESSIONALS

Deloitte Touche Tohmatsu
DLA Piper LLP (US)
FTI
Kurtzman Carson
Jefferies and Company, Inc.
PricewaterhouseCoopers LLP

PROFESSIONALS TO NON-DEBTOR PARTIES-IN-INTEREST

Andrews Kurth LLP
Atkins Peacock & Linebarger Goggan JVLLP
Bain & Company, Inc.
Dickinson Wright PLLC
Dykema Gossett PLLC
Ernst & Young LLP
First American Title Ins Co of New York
Fulbright & Jaworski L.L.P.
Greenberg Traurig LLP
Houlihan Lokey
King & Spalding, L.L.P.
Kirkland & Ellis LLP
Linebarger Goggan Blair & Sampson, LLP
Marsh USA, Inc.
Munsch Hardt Kopf & Harr, P.C.
Pachulski Stang Ziehl & Jones LLP
Saul Ewing LLP
Zolfo Cooper