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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
REPUBLIC METALS REFINING)	
CORPORATION, <i>et al.</i> , ¹)	Case No. 18-13359 (___)
)	
Debtors.)	(Joint Administration Pending)

**MOTION FOR AN INTERIM ORDER UNDER 11 U.S.C. § 105 AND
2002(m), 9007 AND 9014 OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE (I) ESTABLISHING CERTAIN NOTICE, CASE MANAGEMENT, AND
ADMINISTRATIVE PROCEDURES AND (II) SCHEDULING A FINAL HEARING**

Republic Metals Refining Corporation (“Republic Refining”), Republic Metals Corporation (“Republic Metals”), and Republic Carbon Company, LLC (“Republic Carbon”), as debtors and debtors-in-possession (collectively, the “Debtors”), in the above-captioned chapter 11 case (the “Chapter 11 Cases”), hereby move this Court (the “Motion”) for the entry of an interim order (the “Interim Order”), substantially in the form attached hereto as **Exhibit A**, establishing certain notice, case management, and administrative procedures in the Chapter 11 Cases, and setting a final hearing on this Motion. In support of this Motion, the Debtors rely on

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Republic Metals Refining Corporation, 15 West 47th Street, Suites 206 and 209, New York, NY 10036 (3194), Republic Metals Corporation, 12900 NW 38th Avenue, Miami, FL 33054 (4378), and Republic Carbon Company, LLC, 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833).

the Declaration of Scott Avila Chief Restructuring Officer in Support of Chapter 11 Petitions and First Day Orders (the “Declaration”). In further support of this Motion, the Debtors respectfully represents as follows:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157 (b)(2).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are sections 102(1), 105(a) and 105(d) of the Bankruptcy Code, Bankruptcy Rules 2002 and 9007, Local Bankruptcy Rules 9074-1 and 9006-2, and General Order M-399.

RELIEF REQUESTED

4. By this Motion, the Debtors seek an order establishing certain notice, case management, and administrative procedures. Specifically, the Debtors request entry of an order (a) establishing procedures for evidentiary hearings, (b) providing procedures for the timely filing of pleadings, and (c) establishing notice procedures.

BACKGROUND

The Business

Overview of Company, Assets and Operations

5. Founded in 1980 by Richard Rubin, the Debtors are an internationally-recognized “Good Delivery” refiner of precious metals with a primary focus on gold and silver. Products include delivery of refined bars of both gold and silver, grains, and minted and casted investment grade coins and bars in gold and silver of various designs and sizes. The Debtors have the capacity to produce approximately 80 million ounces of silver and 350 tons of gold, along with over 55 million pieces of minted products, per annum. Suppliers ship unrefined gold and silver to

the Debtors for refining from all over the United States and the Western Hemisphere. Precious metal is refined and, depending on the arrangement with the applicable buyer, the Debtors pay for unrefined metal either by check or wire transfer or delivery of refined product (physical metal) in “metals credit” on the London metals exchange, commonly referred to as “Loco London.” Most often, customers request payment “Loco London.”

6. Debtor RMC's principal office is located at 12900 NW 38th Avenue, Miami, Florida 33054, where RMC runs fully integrated gold and silver refineries (the “Refinery”). The Debtors' books and records are primarily held at this location. Debtor RMRC's principal office and operations are located at 15 West 47th Street, Suites 206 and 209, New York, New York 10036. In New York, RMRC services smaller customers in the New York metropolitan area, such as jewelry manufacturers, precious metal recyclers, and pawnshops, by purchasing metal from those suppliers, melting it, and sending the melted metals to RMC's Refinery in Florida. Debtor RCC's principal business office is located at 5295 NW 163rd Street, Miami Gardens, Florida 33014, where RCC processes spent carbon from metals mines by drying, homogenizing, sampling, analyzing, and sending to a third party low grade smelter for further processing. The Debtors also maintain offices at leased premises in Los Angeles, Toronto, Shanghai, and Mexico. Upon belief, no material assets are held outside the United States.

7. Collectively, from its two Debtor locations, as well as through non-debtor subsidiaries, the Debtors provide numerous products and services to a diverse base of global mining corporations, financial institutions and jewelry manufacturers. In addition to refining and minting, vaulting, assaying and risk management / hedging services. The Debtors also have a state of the art carbon sampling / processing facility and, prior to the Chapter 11 filing, looked to

further develop their market-leading position through new growth opportunities in high technology precious metals products and services.

8. At the Refinery, the Debtors also maintain an ISO9001 and LBMA approved laboratory, as well as a fully-integrated fabricated products division including die design and production, extrusion, flameless casting, machining, and minting of precious metals investment grade products. The Debtors have a segregated small batch refinery within the Refinery where materials with diamonds and other precious stones are treated chemically, thus freeing the precious stones unharmed. The precious metals are refined and reoperated in this circuit as well.

9. The Debtors do not have an office in Lima, Peru, but do have a representative there who manages the Debtors' compliance in Peru and helps secure metal sourcing there.

10. The Debtors also maintain a leased sales office in Shanghai, China for RMC's wholly-owned subsidiary, Republic Metals Trading (Shanghai) Co., Ltd. ("Republic Shanghai") with two representatives who maintain direct contact with the Chinese banks in regards to the bar supply and sales, as well as sourcing consumables (chemicals, supplies, etc.) for the Refinery.

11. The Debtors do not have an office in Los Angeles, but employ a sales manager there who handles all west coast United States refining and product sales efforts. Republic Trans Mexico Metals ("RTMM"), an indirect, wholly-owned subsidiary of RMC, leases an office and melt facility in Mexico City (Madero district) where its 15 independent contractors melt/assay and finance the purchase of precious metals scrap that are sent to the Refinery weekly.

12. In the period prior to the Petition Date, there were approximately two hundred (200) salaried and hourly employees of Debtor Republic Metals, approximately four (4) salaried

and hourly employees of Debtor Republic Refining, and approximately ten (10) salaried and hourly employees of Debtor Republic Carbon.

13. As required by Local Rule 1007(a)(6), a summary of the Debtors' assets and liabilities is as follows:

Summary of Assets & Liabilities

Estimated as of November 2, 2018

<i>(000's)</i>			
Assets		Liabilities	
Cash	\$ 8,562	Senior Debt	\$ 177,355
Inventory	141,211	Accounts Payable	1,400
Property, Plant and Equipment	25,000	Metal Obligations	86,346
	\$ 174,773		\$ 265,101

Organizational Structure

14. RMRC and RMC are each owned 100% by the Amended and Restated Richard Rubin Revocable Trust (the "R. Rubin Trust"). RMC owns 100% of RCC.

15. RMC owns 100% of each of non-debtors Republic Shanghai, Republic High Tech Metals, RMC Diamonds, LLC, RMC2, J&L Republic, LLC, and R&R Metals, LLC. J&L Republic, LLC and R&R Metals, LLC each own 50% of RTMM.

16. Scott Avila is the Chief Restructuring Officer of the Company. The other individuals who comprise the Debtors' existing senior management, and tenure (in years) with the Company, are:

- a. Jason Rubin, President and CEO (11);
- b. David Comite, Treasurer and CFO (20);
- c. Zachary Shair, Refinery Operations Director (7);
- d. James Gavilan, SVP, Business Development (5);

- e. Luis Pena, Head of Global Sales (21);
- f. Alan Silverstein, General Counsel (5);
- g. Richard Lani, Chief Compliance Officer (5);
- h. JR Rao, VP, Environmental Health & Safety (5);
- i. Lindsey Rubin, Corporate Secretary (7); and
- j. Rafael Carbonell, COO (4).

Debt Structure

The Senior Lenders and the Second Amended and Restated Intercreditor Agreement

17. The Senior Lenders (defined below) are parties to that certain Second Amended and Restated Intercreditor Agreement dated February 19, 2016, as amended from time to time (the “Intercreditor Agreement”), by and among Bank Hapoalim B.M. (“Hapoalim”), Mitsubishi International Corporation (“Mitsubishi”), Coöperatieve Rabobank U.A., New York Branch (“Rabobank”), Brown Brothers Harriman & Co. (“BBH”), ICBC Standard Bank Plc (“ICBCS”), Techemet Metal Trading LLC (“Techemet”), Woodforest National Bank (“Woodforest”), Bank Leumi USA (“Leumi”) (Leumi, Rabobank, BBH, Hapoalim, Mitsubishi, ICBCS, Techemet, and Woodforest are collectively, the “Senior Lenders”). RMC acknowledged and agreed to the Intercreditor Agreement.

18. Each Senior Lender is party to its own respective credit documents with the Company. Neither the Intercreditor Agreement nor the Senior Lenders’ credit documents provide for a syndication or consolidation of the obligations owed the Senior Lenders, and no administrative agent is appointed to act for the Senior Lenders.

19. The Senior Lenders assert blanket liens on all assets of RMC, RMRC, and RCC, including all personal and real property, instruments and intangibles. The security interest of

each Senior Lender is deemed to be equal priority with the security interest of every other Senior Lender pursuant to the Intercreditor Agreement (except as otherwise expressly provided therein), without regard to the time of attachment or perfection of the security interests, the order of filing financing statements and the giving or failure to give notice of a purchase money security interest.

20. Furthermore, and pursuant the Intercreditor Agreement, after an event of default, with certain exceptions, the Senior Lenders shall share *pro rata* all amounts and collections realized by a Senior Lender from any of RMC's collateral, whether or not such Senior Lender is perfected.

RMC's Loans and Precious Metals Lease Agreements

21. Rabobank agreed to loan to RMC the principal amount of \$45,000,000 at a per annum contract rate of interest in the amount of a margin plus defined "Base Rate" or LIBOR and default rate of interest of 2% over the existing rate or 3.2% over the Base Rate, pursuant to a Promissory Note, Security Agreement and Line Letter Agreement dated on or about June 26, 2017.

22. BBH agreed to loan to RMC the principal amount of \$15,000,000 at a per annum contract rate of interest of Overnight LIBOR (or fixed up to 90 days, at Maker's option) plus 2.00% and default rate of interest of 120% of the rate payable on the due date or demand, pursuant to a Secured Demand Promissory Note and General Security Agreement Letter Agreement dated on or about May 20, 2016.

23. Hapoalim agreed to loan to RMC the principal amount of \$25,000,000 at a per annum contract rate of interest of LIBOR plus agreed margin and a default rate of interest of Hapoalim's prime rate pursuant to an Amended and Restated Promissory Note, Security Agreement and Letter Agreement dated on or about November 10, 2016.

24. Mitsubishi agreed to lease certain precious metals to RMC pursuant to a Metals Lease Agreement dated November 22, 2016.

25. ICBCS agreed to lease a certain amount of silver to RMC pursuant to the FOA Master Netting Agreement (including any annexes, schedules or exhibits thereto) entered into by ICBCS (formerly known as Standard Bank Plc) and RMC dated as of January 19, 2011, as amended and restated from time to time (the "ICBCS Master Netting Agreement").

26. Techemet agreed to lease certain precious metals to RMC a Lease Agreement dated on or about March 6, 2017.

27. Woodforest agreed to loan RMC the principal amount of \$15,000,000 at the per annum contract rate of interest of LIBOR plus 2.25% and default rate at the highest rate allowed by applicable law, pursuant to a Revolving Line of Credit Promissory Note, Security Agreement, and Guaranty of Payment and Performance dated on or about October 30, 2017.

28. Leumi agreed to loan RMC the principal amount of \$25,000,000 at a per annum interest rate of LIBOR plus 2.25% and default rate of the current rate plus 3% pursuant to the Line of Credit Note (Discretionary) Security Agreement, Letter Agreement and Pledge Agreement dated on or about October 31, 2017.

29. The loan documents described in the foregoing paragraphs are referred to herein collectively, the "Individual Credit Documents").

30. As required by Local Rule 1007 (a)(5), the name, address, claim amount, brief description of collateral, estimated value, and statement regarding liens of the Senior Lenders is attached to the First Day Declaration as **Attachment A**.

Supplier Agreements

31. RMC is also a party to approximately 35 agreements (each a “Supplier Agreement”), providing for the supplier to deliver materials to RMC such as gold and silver dore bars or other similar raw materials (“Raw Materials”) for refining pursuant to the standards agreed upon in the Supplier Agreement.

32. Generally, upon completion of RMC's obligations to refine the Raw Materials under a Supplier Agreement, the Supplier has the option to elect that RMC transfer the value of the refined material to the Supplier's designated account, or alternatively, may have the “Recoverable Metals” due from each lot of Refined Material transferred to the Supplier's designated metal account.

33. It is estimated that total outstanding Supplier obligations are approximately \$86,346,000.

Events Leading to the Chapter 11 Filing

Liquidity Demands on the Company

34. In April 2018, the Debtors discovered a significant discrepancy in its inventory accounting as part of its preparation of 2017 year end financials and quarterly financials for the first quarter, 2018. This led to the Debtors retaining the accounting firm of Eisner-Amper to conduct a physical inventory. On June 8, 2018, Eisner-Amper conducted the physical inventory and, thereafter, on June 20, 2018, delivered a final report that confirmed inventory discrepancies in the Debtors' books and records.

35. On June 24, 2018 in Miami, the Debtors organized a meeting of the Senior Lenders to discuss the inventory issue. The Debtors' request was for the Senior Lenders to give the Debtors the necessary breathing room to continue to operate as a going concern for the near

future in order to further evaluate and understand the inventory issues and develop a plan to either immediately rectify the inventory issues or otherwise restructure the Debtors.

The Default Notices

36. On July 10, 2018, the Senior Lenders served termination, default and demand notices on RMC that among other things, accelerated all debt obligations and terminated lease obligations under the Individual Credit Documents pursuant to the Default Notices (as defined below). On or about July 10, 2018, ICBCS, one of the Senior Lenders, also exercised its rights under the ICBCS Master Netting Agreement and the Unallocated Precious Metals Accounts Agreement between ICBCS and RMC resulting in RMC's loss of access to and use of its London clearinghouse account maintained by ICBCS (the "London Clearing Account"), and for all intents and purposes, ended the Debtors' ability to service customer deliveries via "Loco London" credit transactions. On July 10, 2018, the Senior Lenders issued the following notices to the Debtor:

- a. By letter dated July 10, 2018, Rabobank sent RMC a Notice of Demand for Payment Under Line Letter Agreement;
- b. By letter dated July 10, 2018, Techemet sent RMC a Notice of Early Termination Date Under Lease Agreement;
- c. By letter dated July 10, 2018, BBH sent RMC a Notice of Demand for Payment Under Loan Documents;
- d. By letter dated July 10, 2018, Bank Hapoalim B.M., New York Branch sent RMC a Notice of Demand for Payment Under Line Letter Agreement;
- e. By letter dated July 10, 2018, Bank Leumi USA sent RMC a Notice of Demand for Payment Under Line Letter Agreement;
- f. By letter dated July 10, 2018, Woodforest National Bank sent RMC a Notice of Acceleration and Demand for Payment;
- g. By electronic mail dated July 10, 2018, Mitsubishi sent RMC a Notice of Event of Default; and

- h. By letter dated July 10, 2018, ICBCS sent RMC a Notice of Liquidation Date and Termination of Transactions Under Master Netting Agreement.

(each of the foregoing, collectively, the “Default Notices”).

The Forbearance Agreement and Sale Process

37. At or about that same time, the Debtors contacted a major, strategic metals refiner about the possible acquisition of the Debtors as a going concern (the “Potential Buyer”). Shortly thereafter, the Potential Buyer produced a letter of intent to acquire the Debtors' business. This led to an immediate call between the Debtors, the Senior Lenders and the Potential Buyer. As a result of this call, among other reasons, the Senior Lenders agreed to forbear, temporarily, and allow the Debtors to operate in the ordinary course, pending negotiation of a more formal forbearance arrangement to allow the Debtors to pursue a sale with the Potential Buyer, or otherwise to pursue a sale on a broader scale. On or about July 16, 2018, an agreement was reached whereby RMC's access to and use of its London Clearing Account, and the net credits therein, were restored allowing the Debtors to service customer deliveries via “Loco London” credit transactions.

38. Substantial, extensive negotiations ensued which ultimately resulted in the execution of a Forbearance Agreement on August 7, 2018 (the “Forbearance Agreement”), which then became effective on August 17, 2018 (the “Forbearance Effective Date”). The Senior Lenders agreed, among other things, to forbear during the Forbearance Period (as defined therein) from making demand for payment under their respective Individual Credit Documents and exercising their respective rights and remedies under or in connection with any and all of the Individual Credit Documents and the Intercreditor Agreement, arising from all Existing Defaults (as defined therein).

39. With the Forbearance Agreement in place, the Company immediately retained SSG Capital (“SSG”) as investment banker to assist with the sale of the Debtors' business to the Potential Buyer, or otherwise market the Debtors' business on a broader scale.

40. Intense and good faith negotiations with the Potential Buyer continued for over three (3) months. No broader marketing effort was undertaken as all parties, including the Debtors and the Senior Lenders, agreed that a broader marketing effort would likely be detrimental to the Debtors' business in light of the nature of the metals refining and trading industry (a very small market and closed knit industry). Despite numerous, lengthy telephone calls, an in-person meeting in New York City, and multiple exchanges of term sheets and offers, the Debtors and the Senior Lenders were unable to reach terms with the Potential Buyer acceptable to the Senior Lenders. The Forbearance Agreement also terminated prior to the Petition Date.

41. On or about October 18, 2018, ICBCS exercised its right to suspend the Debtors' access to the London Clearing Account. Thereafter, the Senior Lenders informed the Debtors that the Senior Lenders were ceasing negotiations with the Potential Buyer.

42. Notwithstanding what appeared to be the cessation of discussions with the Potential Buyer, and concurrently during the Debtors' preparations for Chapter 11, the Debtors, Lenders and Potential Buyer continued to discuss what, if any, acquisition prior to and outside of a Chapter 11 might be possible. By October 26, 2018, the parties were extremely close to finalizing the material terms of an immediate, going concern acquisition of the Debtors by the Potential Purchaser, with the last open diligence items to be resolved by October 31, 2018.

43. Unfortunately, the Potential Buyer, Debtors and Lenders were unable to finalize the terms of an acquisition by the end of the day, October 31. With limited cash, and the

inability to trade metals or deliver refined goods, the Debtors commenced these proceedings on November 2, 2018, to run an orderly sale process of their assets and operations. It is the Debtors intent to attempt to sell the Company as a going concern, but if unsuccessful, the Debtors will engage in a process to liquidate their assets and inventory for the ratable benefit of their creditors.

BASIS FOR RELIEF

44. The Debtors estimate that they have approximately two thousand creditors and other parties-in-interest. Particularly, some of the Debtors' creditors and other parties in interest are entities located outside of the United States.² The Debtors anticipate that these parties will be entitled to notice of hearings, motions, and other procedures that will be taking place in the Chapter 11 Cases. To efficiently manage this process, the Debtors propose that every notice, motion, or application, and all briefs, memoranda, affidavits, declarations, or other documents filed in this case (collectively, the "Filings") be subject to the case management procedures described below (the "Case Management Procedures").

45. Effecting service through electronic notice in lieu of paper mailings will save the estate a significant amount of time and expense relating to copying and mailing of paper documents.

46. Debtors further request that, for judicial economy and administrative convenience, the relief requested herein continue to apply to any of the Debtors' affiliates and their respective estates that subsequently commence chapter 11 cases in this Court without the need for any further requests or motions.

² Parties in interest in these cases are located in Amsterdam, Argentina, Aruba, Australia, Bahamas, Belgium, Brazil, British Virgin Islands, Canada, Cayman Islands, Chile, China, Colombia, Dominican Republic, El Salvador, England, Estonia, Germany, Guatemala, Honduras, Hong Kong, Ireland, Israel, Italy, Korea, Mexico, Netherlands, New Zealand, Panama, Peru, Poland, Singapore, Switzerland, Thailand, Trinidad and Tobago, United Arab Emirates, and the United Kingdom.

SCHEDULING OF EVIDENTIARY HEARINGS

47. Bankruptcy Rule 9014(e) requires that “[t]he court shall provide procedures that enable parties to ascertain at a reasonable time before any scheduled hearing whether the hearing will be an evidentiary hearing at which witnesses may testify.”

48. The Debtors request that if an objection or other responsive pleading is filed in response to a Filing, then the hearing on such matter be deemed an evidentiary hearing at which witnesses may testify. This will reduce the number of hearings required for any particular matter and reduce the administrative burden to the estate.

49. The Debtors further request that if the objecting party intends to introduce evidence or witnesses, it must identify with reasonable particularity its proposed evidence and witnesses in its objection or other responsive pleading on or before the date that is two business days before any hearing on such matter, or within such later time as agreed to in writing by the parties.

50. Further, upon reasonable request, the parties shall provide copies of all proposed evidentiary exhibits and make all witnesses available for deposition at the expense of the requesting party and within a time period to reasonably facilitate conducting the evidentiary hearing as scheduled.

51. Any party who fails to identify its evidentiary exhibits or witnesses as provided herein may be precluded, at the Court’s discretion, from presenting such evidentiary exhibits or witnesses at the hearing on the matter.

52. Nothing contained herein shall preclude any party from presenting proffers in connection with uncontested matters or agreeing with an opposing party to present proffers in any contested matter or otherwise stipulating certain facts or documents into evidence.

ELECTRONIC SERVICE AND NOTICES

53. As noted above, this case is large, complex and involves numerous creditors and parties in interest. The Debtors expect numerous parties to file notices of appearance and requests for service of the various filings in this case. The costs and burdens associated with copying and mailing, over-night if necessary, or otherwise serving paper copies of all filings will impose expensive, economic and administrative burdens on the Debtors' estates, the Court, and all other parties-in-interest.

54. Indeed, mass mailings, especially to parties in interest located outside of the United States will be extraordinarily costly to the Debtors' estates and will require the Debtors to divert their limited resources. Therefore, the Debtors submit that electronic notice, whenever possible, should be permitted to alleviate this burden.

55. The Debtors request that each party who files a notice of appearance and a request for service of papers (a "Notice Request") be deemed to have consented to electronic service (in lieu of any other type of service) of Filings and Adversary Pleadings. Further, any party, even if they do not file a notice of appearance, who undertakes a Filing through electronic means, shall be deemed to have consented to electronic notice ("Electronic Notice"), except: (a) any department or agency of the United States of America, including the Offices of the United States Attorney (b) the United States Trustee, and (c) any party who, in its Notice Request, expressly asks to be exempt from electronic service and provides an explanation in writing as to the basis for the request.

LIMITED SERVICE LIST

56. Pursuant to Bankruptcy Rule 2002, all "parties in interest" must receive, with certain exceptions, notice of (a) the meeting of creditors; (b) proposed uses, sales, or leases of

property of the estate; (c) hearings on approval of compromises or settlements; (d) the hearing on dismissal or conversion of a case to another chapter; (e) the time fixed to accept or reject a proposed modification of a plan; (f) hearings on all applications for compensation or reimbursement of expenses; (g) the time fixed for filing proofs of claim; (h) the time fixed for filing objections and the hearing to consider approval of a disclosure statement; and (i) the time fixed for filing objections and the hearing to consider confirmation of a plan (collectively, the “Rule 2002 Matters”).

57. As discussed above, it is estimated that there are approximately two thousand parties in interest, many of them located outside of the United States, in the Chapter 11 Cases. Given the large number of parties in interest and the number of Rule 2002 Matters that will be required in this complex case, the Debtors would be required to expend substantial sums in copying costs, postage charges, and other handling expenses associated with large mailings for each Rule 2002 Matter. The Debtors, therefore, seek to establish minimum noticing requirements that will limit the administrative costs of the Chapter 11 Cases, while still providing effective notice to parties in interest who want to follow the case on a detailed and active basis.

58. In order to reduce administrative costs, the Debtors respectfully request authorization to establish a limited list of entities to receive notice of all matters (the “Limited Service List”). The Limited Service List will include: (a) the Debtors and their counsel of record; (b) the Office of the United States Trustee; (c) counsel to any official committees appointed by the Office of the United States Trustee (or the 30 largest consolidated creditors for the Debtors on a consolidated basis until an official creditors committee is established); (d) the parties in interest who formally request notice by filing a written request for notice with the Debtors or the Clerk of the Court; (e) government agencies required to receive notice of proceedings under the

Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Bankruptcy Rules; and (f) any other parties the Debtors designate for inclusion on the Limited Service List.

59. The Debtors propose to limit notice to the Limited Service List for all Rule 2002 Matters, with the following key exceptions: (i) notice of commencement of the Chapter 11 Cases under chapter 11 of the Bankruptcy Code; (ii) the meeting of creditors required pursuant to section 341 of the Bankruptcy Code; (iii) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c); (iv) the time fixed for filing objections to and for the hearing to consider approval of a disclosure statement; (v) the time fixed for filing objections to and for the hearing to consider confirmation of a plan of reorganization; (vi) the hearing on dismissal of the case, or its conversion to another chapter; and (vii) the time fixed for accepting or rejecting a proposed modification to a plan of reorganization. For each of these matters, all parties in interest will receive notice. In the case of other proceedings, notice would be given to the parties on the Limited Service List and to any other persons whose specific rights or interests are directly affected by such proceeding. The Limited Service List also would be used for pleadings, papers and proceedings, in addition to Rule 2002 Matters, that may be required by the Local Rules to be served upon parties in interest.

60. Further, the Debtors propose that an email service list (the “Email Service List”) be created wherein, and unless otherwise provided by the order granting the relief requested in this Motion or another order of this Court, every motion, application, complaint, objection, notice, brief, memorandum, affidavit, declaration or other writing filed in this case (but not including proofs of claims or proofs of interests) shall be served by email in PDF format (“Electronic Service”) to the parties on the “Limited Service List,” except: (a) the United States Trustee, (b) government agencies required to receive notice of proceedings under the Bankruptcy

Rules and the Local Bankruptcy Rules and (c) any party who, in its Notice Request, expressly asks to be exempt from Electronic Service and provides an explanation as to the basis for the request.

61. The initial Limited Service List will include the Debtors. Debtors' counsel, the U.S. Trustee, all secured creditors, the 30 largest consolidated unsecured creditors. The initial Limited Service List will be filed within three (3) days after entry of an order on this Motion.

62. Contemporaneously herewith, the Debtors filed an application to employ Donlin, Recano, as their claims and noticing agent (the "Claims Agent"). The Claims Agent will help the Debtors administer the Service List. Further, the Claims Agent maintains a website at www.donlinrecano.com/republicmetals, where electronic copies of all pleadings and other documents will be posted promptly upon a Filing with the Court and may be viewed free of charge.

63. The Debtors propose that any creditor or party in interest who wishes to receive notice in this case and be on the Limited Service List, shall file a notice of appearance with the Court. The Debtors propose that to be included on the Limited Service List, the party in interest must include in their notice request: (a) the name, organization (if any), full street address, phone number, fax number and current email address of the party requesting service;³ and (b) if the requesting party is an attorney, the name of the person or entity that attorney represents. Any party who wishes to be exempt from providing an email address for the Service List must make a written request for such an exception to counsel for the Debtors. The Debtors will agree to allow an exemption only for good cause shown. If the Debtors do not agree to a requested exemption,

³ Parties who include more than one email address in their Notice Request must designate only one email address as the official email address for effectuating service. The additional email addresses will be added to the Service List for informational purposes only.

such party may seek an exemption upon filing the appropriate motion with the Court after notice and a hearing.

64. The Debtors request that Electronic Service on the Limited Service List by serving the Limited Service List through email, be presumed to satisfy all noticing obligations on the Limited Service List.

65. The Debtors propose to file the initial Limited Service List within three days of entry of an order on this Motion, and a revised list filed 7 days after the initial service list is filed. The Debtors will update the service list, and will file a copy of the updated service list, (i) at least every 7 days during the first 30 days of the Chapter 11 Cases; (ii) at least every 15 days during the next 60 days the Chapter 11 Cases; and (iii) at least every 30 days thereafter throughout the Chapter 11 Cases.

66. The Claims Agent will provide a copy of the most up-to-date version of the Limited Service List to any party in interest requesting a copy of the same, and shall maintain copies of such lists on its website for this case at www.donlinrecano.com/republicmetals. A Filing shall be deemed served on the Limited Service List if it is served upon the most recent Limited Service List that has been filed with the Court as of the day prior to the date of service.

67. The Debtors propose that the parties on the Limited Service List shall be deemed to have consented to service by email in this case. Service by email shall be subject to the following rules:

- (a) Email Subject Line. With respect to the service of any Filing, the subject line of the email shall include the following: (i) the Debtors' case name, In re Republic Metals Refining Corporation; (ii) the name of the party serving such a Filing; and (iii) the title of the Filing being served. If the title of the Filing is too long to fit within the subject line of the email, the subject line shall contain a shortened version of such title, and the text of the email shall contain the full name of such Filing.

- (b) Email Attachments. All Filings served by email shall include access to a computer file containing the entire document, including the proposed form of order and any exhibits, attachments or other materials in “pdf” format, readable by Adobe Acrobat or other equivalent document reader programs commonly available without cost. The relevant Filing shall either be attached to the email in the format specified above or the email shall contain a link to such Filing in such format.
- (c) Alternative Service. Notwithstanding the foregoing, if a party on the Service List is unable to serve a Filing by email due to technological difficulties (*e.g.*, the electronic file is too large to send by email or the party’s email system is not functioning at the time of service), service by such a party on the Service List shall be adequate by hand or overnight delivery.

68. To the extent a particular motion or matter requires service to all parties in interest, the Debtors request permission to send a limited paper notice to those parties who do not make an appearance in this case or otherwise request electronic service. This limited paper notice will contain a summary of the applicable matter, together with instructions to parties in interest on how to access the complete relevant pleadings through www.donlinrecano.com/republicmetals, the website maintained by the Debtors’ claim and noticing agent. This procedure will further reduce the estates’ administrative burden of sending voluminous pleadings to international creditors, clients, and other parties in interest.

69. The Debtors propose that with respect to all Filings, an appropriate certificate of service indicating the party serving the Filing, the parties on which the Filing was served and the date and manner of service shall be filed with the Court within five business days of such service. Parties may certify in a certificate of service that they have served the Filing on the Limited Service List, as appropriate, by referencing such list and the date thereof in a certificate of service. Such reference shall obviate the need to attach such Limited Service List or names and addresses included therein to the certificate of service. All other parties not on such lists who have been served shall be identified by name and service address.

ADDITIONAL PROCEDURES

70. The Debtors propose that if a Motion to extend the time to take any action is filed before the expiration of the period prescribed by the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules or the provisions of any order entered by this Court, the time shall automatically be extended until the Court acts on the Motion, without the necessity for the entry of a bridge order.

71. The Debtors propose that to the extent any party requests permission from the Court to appear telephonically at a hearing due to the special circumstances, such party is required to notify counsel for the Debtors in writing regarding such request at least three business days prior to the applicable hearing date.

APPLICABLE AUTHORITY

72. Bankruptcy Code section 105(a) grants bankruptcy courts broad authority and discretion to enforce the provisions of the Bankruptcy Code either under specific statutory fiat or under equitable common law principles. Specifically, section 105(a) of the Bankruptcy Code provides: “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title. No provision of this title providing for the raising of an issue by a party-in-interest shall be construed to preclude the Court from, *sua sponte*, taking any action or making any determination necessary or appropriate to enforce or implement court orders or rules, or to prevent the abuse of process.” 11 U.S.C. § 105(a).

73. Bankruptcy Rule 2002(a) further provides that, unless otherwise ordered by the court, notice of certain matters must be given to, among others, all of the Debtors’ creditors, equity security holders, and other parties-in-interest. The Bankruptcy Rules further provide, however, that “[t]he court may from time to time enter orders designating the matters in respect

to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by these rules.” Fed. R. Bankr. P. 2002(m); Fed. R. Bankr. P. 9007 (“When notice is to be given under these rules, the court shall designate, if not otherwise specified herein, . . . the form and manner in which the notice shall be given.”).

74. Notice procedures similar to those proposed here are routinely granted by bankruptcy courts in chapter 11 cases in this jurisdiction and others so as to reduce the expense of the administration of the estate. *See, e.g., In re Cenveo, Inc.*, No. 18-22178 (RDD) (Bankr. S.D.N.Y. Feb. 5, 2018); *In re Glob. A&T Elecs. Ltd.*, No. 17-23931 (RDD) (Bankr. S.D.N.Y. Jan. 3, 2018); *In re 21st Century Oncology Holdings, Inc.*, No. 17-22770 (RDD) (Bankr. S.D.N.Y. June 20, 2017); *In re BCBG Maz Azria Glob. Holdings, LLC*, No. 17-10466 (SCC) (Bankr. S.D.N.Y. Mar. 7, 2017); *In re Avaya Inc.*, No. 17-10089 (SMB) (Bankr. S.D.N.Y. Feb. 15, 2017).

NOTICE

75. Notice of this Motion has been provided to: (a) the Office of the United States Trustee for Southern District of New York; (b) the entities listed on the List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d) (on a consolidated basis); and (c) all secured lenders. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary. A copy of the Motion, together with all other first day motions, is also freely available on the website of the Debtors’ proposed claim and noticing agent, Donlin, Recano at www.donlinrecano.com/republicmetals.

NO PRIOR REQUEST

76. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request an entry of an order, substantially in the form attached hereto as **Exhibit A**, (a) establishing certain notice, case management, and administrative procedures, (b) setting the Motion for a final hearing, and (c) granting such other further relief as is just and proper.

Dated: New York, New York
November 2, 2018

AKERMAN LLP

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Proposed Counsel for Debtors and Debtors-in-Possession

EXHIBIT A

PROPOSED ORDER

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
REPUBLIC METALS REFINING)	
CORPORATION, <i>et al.</i> , ¹)	Case No. 18-13359 (___)
)	
Debtors.)	
)	(Joint Administration Pending)

**INTERIM ORDER (I) ESTABLISHING CERTAIN NOTICE,
CASE MANAGEMENT, AND ADMINISTRATIVE PROCEDURES
AND (II) SCHEDULING A FINAL HEARING**

Upon the motion (the “Motion”)² of Republic Metals Refining Corporation (“Republic Refining”), Republic Metals Corporation (“Republic Metals”) and Republic Carbon Company, LLC (“Republic Carbon”), as debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned cases (the “Chapter 11 Cases”), for an Interim Order establishing certain notice, case management, and administrative procedures in the Debtors’ chapter 11 cases; it appearing that the relief requested is in the best interest of the Debtors’ estates, their creditors and other parties in interest; it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); it appearing that venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; it appearing that notice of this Motion and the opportunity for a hearing on this Motion was appropriate under the particular circumstances and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Republic Metals Refining Corporation, 15 West 47th Street, Suites 206 and 209, New York, NY 10036 (3194), Republic Metals Corporation, 12900 NW 38th Avenue, Miami, FL 33054 (4378), and Republic Carbon Company, LLC, 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833).

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

1. The Motion is granted as set forth herein.

Scheduling Of Evidentiary Hearings

2. If an objection or other responsive pleading is filed in response to a Filing, then the hearing on such matter will be deemed an evidentiary hearing at which witnesses may testify.

3. If the objecting party intends to introduce evidence or witnesses, it must identify with reasonable particularity its proposed evidence and witnesses in its objection or other responsive pleading. The party making the Filings are required to identify its proposed evidence and witnesses within two business days of a written request therefor made by the objecting party, or within such later time as agreed to in writing by the parties.

4. Upon reasonable request, the parties shall provide copies of all proposed evidentiary exhibits and make all witnesses available for deposition at the expense of the requesting party and within a time period to reasonably facilitate conducting the evidentiary hearing as scheduled.

5. Any party who fails to identify its evidentiary exhibits or witnesses as provided herein may be precluded, at the Court's discretion, from presenting such evidentiary exhibits or witnesses at the hearing on the matter.

6. Nothing contained herein precludes any party from presenting proffers in connection with uncontested matters or agreeing with an opposing party to present proffers in any contested matter or otherwise stipulating certain facts or documents into evidence.

Notice Procedures and Additional Procedures

7. Every Filing and Adversary Pleading shall be electronically filed on this Court's Electronic Filing System, except documents which may be filed under seal pursuant to Court order.

8. Each party that files a notice of appearance and a request for service of papers (a “Notice Request”), or a party who undertakes a Filing through the Court’s Electronic Filing System, shall be deemed to have consented to electronic notice (“Electronic Notice”), except: (a) any department or agency of the United States of America, (b) the Offices of the United States Attorney and United States Trustee, and (c) any party who, in its Notice Request, expressly asks to be exempt from electronic service and provides an explanation in writing as to the basis for the request.

9. The Debtors are authorized to establish a list of entities to receive notice of all matters (the “Limited Service List”). The Limited Service List will include: (a) the Debtors and their counsel of record; (b) the Office of the United States Trustee; (c) counsel to any official committees appointed by the Office of the United States Trustee (or the 30 largest creditors for the Debtors on a consolidated basis until an official creditors committee is established); (d) the parties in interest who formally request notice by filing a written request for notice with the Debtors or the Clerk of the Court; (e) government agencies required to receive notice of proceedings under the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Bankruptcy Rules; and (f) any other parties the Debtors designate for inclusion on the Limited Service List.

10. Notice for Rule 2002 Matters, except for key exceptions, as set forth in the Motion, need only be provided to the Limited Service List. The exceptions are: (i) notice of commencement of the Chapter 11 Cases under chapter 11 of the Bankruptcy Code; (ii) the meeting of creditors required pursuant to section 341 of the Bankruptcy Code; (iii) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c); (iv) the time fixed for filing objections to and for the hearing to consider approval of a disclosure statement; (v) the time

fixed for filing objections to and for the hearing to consider confirmation of a plan of reorganization; (vi) the hearing on dismissal of the case, or its conversion to another chapter; and (vii) the time fixed for accepting or rejecting a proposed modification to a plan of reorganization. For each of these matters, all parties in interest will receive notice. In the case of other proceedings, notice need only be given to the parties on the Limited Service List and to any other persons whose specific rights or interests are directly affected by such proceeding. The Limited Service List may also be used for pleadings, papers and proceedings, in addition to Rule 2002 Matters, that may be required by the Local Rules to be served upon parties in interest.

11. If notice is required to all parties in interest, the Debtors are allowed to send a limited paper notice to those parties who have neither appeared nor have otherwise requested email service. This limited paper notice will contain the title of the applicable motion/matter, a summary of the relief sought, and instructions on how to access all relevant pleadings through the Donlin Recano website at www.donlinrecano.com/republicmetals.

12. An email service list (the “E-mail Service List”) may be created wherein, and unless otherwise provided this Court, every motion, application, complaint, objection, notice, brief, memorandum, affidavit, declaration or other writing filed in these cases (but not including proofs of claims or proofs of interests) shall be served by email in electronic, “pdf” format (“Electronic Service”) to the parties on the Limited Service List, except: (a) any department or agency of the United States of America, including the Offices of the United States Attorney and United States Trustee, and (b) any party who, in its Notice Request, expressly asks to be exempt from Electronic Service and provides an explanation as to the basis for the request.

13. Any creditor or party in interest who wishes to receive notice in these cases and be on the Limited Service List, shall file a notice of appearance with the Court and request to be

included on the Limited Service List as part of their Notice Request.

14. To be included on the Limited Service List, the party in interest must include in their Notice Request: (a) the name, organization (if any), full street address, phone number, fax number and current email address of the party requesting service³; and (b) if the requesting party is an attorney, the name of the person or entity that attorney represents. Any party who wishes to be exempt from providing an email address for the Limited Service List must make a written request for such an exception to counsel for the Debtors. The Debtors only need allow an exemption for good cause shown. If the Debtors do not agree to a requested exemption, such party may seek an exemption upon filing the appropriate motion with the Court after notice and a hearing.

15. Electronic Service on the Notice List shall satisfy all noticing obligations with regard to the Notice List, unless the party is exempt from Electronic Service. The procedure for a limited paper notice shall, when applicable, satisfy all noticing obligations with regard to all parties in interest.

16. Contemporaneously herewith, the Debtors filed an application to employ Donlin, Recano & Company, Inc. ("Donlin, Recano") as their claims and noticing agent (the "Claims Agent"). The Claims Agent maintains a website at www.donlinrecano.com/republicmetals, where electronic copies of all pleadings and other documents will be posted within three days of the Filing and may be viewed free of charge.

17. The Debtors shall file the initial Limited Service List within three days of entry of an order on this Motion, and a revised list filed 7 days after the initial service list is filed. The Debtors shall update the service list, and shall file a copy of the updated service list, (i) at least

³ Parties who include more than one email address in their Notice Request must designate only one email address as the official email address for effectuating service. The additional email addresses will be added to the Limited Service List for informational purposes only.

every 7 days during the first 30 days of the Chapter 11 Cases; (ii) at least every 15 days during the next 60 days the Chapter 11 Cases; and (iii) at least every 30 days thereafter throughout the Chapter 11 Cases.

18. The Limited Service List shall indicate the month for which such list is being published. Donlin Recano shall provide a copy of the most up-to-date version of the Limited Service List to any party in interest requesting a copy of the same, and shall maintain copies of such lists on its website for this case at www.donlinrecano.com/republicmetals. A Filing shall be deemed served on the Limited Service List if it is served upon the most recent Limited Service List that has been filed with the Court as if the day prior to the date of service.

19. The parties on the Limited Service List shall be deemed to have consented to service by email in these cases. Service by email shall be subject to the following rules:

- a. Email Subject Line. With respect to the service of any Filing, the subject line of the email shall include the following: (i) the Debtors' case name, In re Republic Metals Refining Corporation, (ii) the name of the party serving such a Filing and (iii) the title of the Filing being served. If the title of the Filing is too long to fit within the subject line of the email, the subject line shall contain a shortened version of such title, and the text of the email shall contain the full name of such Filing.
- b. Email Attachments. All Filings served by email shall include access to a computer file containing the entire document, including the proposed form of order and any exhibits, attachments or other materials in "pdf" format, readable by Adobe Acrobat or other equivalent document reader programs commonly available without cost. The relevant Filing shall either be attached to the email in the format specified above or the email shall contain a link to such Filing in such format.
- c. Alternative Service. Notwithstanding the foregoing, if a party on the Service List is unable to serve a Filing by email due to technological difficulties (*e.g.*, the electronic file is too large to send by email or the party's email system is not functioning at the time of service), service by such a party on the Service List shall be adequate by hand or overnight delivery.

20. With respect to all Filings, an appropriate certificate of service indicating the

party serving the Filing, the parties on which the Filing was served and the date and manner of service shall be filed with the Court within five business days of such service. Parties may certify in a certificate of service that they have served the Filing on the Service List, as appropriate, by referencing such list and the date thereof in a certificate of service. Such reference shall obviate the need to attach such Monthly Service List or names and addresses included therein to the certificate of service. All other parties not on such lists who have been served shall be identified by name and service address.

21. If a Motion to extend the time to take any action is filed before the expiration of the period prescribed by the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules or the provisions of any order entered by this Court, the time shall automatically be extended until the Court acts on the Motion, without the necessity for the entry of a bridge order.

22. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

23. Any party that requests permission from the Court to appear telephonically at a hearing due to the special circumstances, such party is required to notify counsel for the Debtors in writing regarding such request at least three business days prior to the applicable hearing date.

24. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

25. The entry of this Order is without prejudice to the Debtors rights or the right of any other party-in-interest, to request further relief and administration procedures as necessary with notice and case management procedures.

26. A final hearing to consider the relief requested in the Motion is scheduled for November __, 2018 at _____ a.m. / p.m. (Eastern Time) before the Court.

27. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
November ____, 2018

PROPOSED

UNITED STATES BANKRUPTCY JUDGE