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*Proposed Counsel to the Debtors and Debtors in Possession*

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

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

**DEBTORS’ EMERGENCY MOTION FOR ORDER APPROVING THE FORM AND MANNER OF NOTICE OF THE CASE TO CREDITORS AND PARTIES IN INTEREST**

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 cases (the “Chapter 11 Cases”), by and through counsel, hereby file this motion (the “Motion”) seeking an order (the “Order”) approving the form and manner of notice (the “Notice”), substantially in the form attached hereto as **Exhibit A** and **Exhibit B** respectively, to creditors and parties in interest wherever located (including internationally) of the

<sup>1</sup> 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).

commencement of the Chapter 11 Cases and the automatic stay (the "Automatic Stay") that arose as a result of filing the Chapter 11 Cases pursuant to 11 U.S.C. § 362, and granting such other and further relief as is requested herein or as the Court otherwise deems necessary or appropriate.

### **I. Jurisdiction, Venue & Statutory Basis**

1. The United States Bankruptcy Court for the Southern District of New York (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 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 basis for this Motion is sections 105(a), 342(a), 362 and 521 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), rules 1007(a)(1) and (d) and 2002(a) and (f) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rules 1007-1 and 5075-1 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules").

### **II. Background**

4. On November 2, 2018, the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code, initiating the above-styled cases. The Debtors continue to operate their businesses and manage their properties as debtors and debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee has been appointed in the Chapter 11 Case.

5. The Debtors have over 1900 creditors, of which several hundred are located outside of the United States. The Debtors require a mechanism to provide their international creditors notice of the applicability of the automatic stay to creditors' actions with respect to the Debtors and other required notices.

### **III. Basis For Relief**

6. Bankruptcy Rule 2002(a)(1) provides that the clerk (or other person directed by the court) must give the debtor, the United States trustee, all creditors, and any indenture trustee at least 21-days' notice by mail of the meeting of creditors under section 341 of the Bankruptcy Code. Bankruptcy Rule 2002(f)(1) further provides that notice of "the order for relief" shall be sent by mail to all creditors.

7. The Debtors propose that Donlin Recano & Company ("Donlin Recano") undertake all mailings directed by the Court, the U.S. Trustee, or as required by section 342(a) of the Bankruptcy Code and Bankruptcy Rules 2002(a) and (f), including the notice of commencement of these chapter 11 cases, substantially in the form attached as **Exhibit 1** to **Exhibit B** attached hereto. The Debtors believe that using Donlin Recano to promptly provide notices to all applicable parties will maximize efficiency in administering these Chapter 11 Cases and will ease administrative burdens that would otherwise fall upon the Court and the U.S. Trustee. Additionally, Donlin Recano will assist the Debtors in preparing creditor lists and mailing initial notices and serving the Debtors' filings throughout the course of these Bankruptcy Cases. Accordingly, the Debtor respectfully submits that Donlin Recano should undertake such duties and mailings.

### **IV. Motion Practice**

8. This motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this motion. Accordingly, the Debtors submit that this motion satisfies Local Rule 9013-1(a).

### **V. Notice**

9. The Debtors will provide notice of this motion to: (a) the Office of the United States Trustee for the Southern District of New York; (b) the holders of the 30 largest unsecured

claims against the Debtors (on a consolidated basis); and (c) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

## VI. No Prior Request

10. No prior request for the relief sought in this motion has been made to this or any other court.

WHEREFORE, the Debtors respectfully request entry of an order, substantially in the form attached hereto as **Exhibit A** granting the relief requested herein and granting such other relief as is just and proper.

Dated: New York, New York  
November 2, 2018

AKERMAN LLP

By: /s/Susan F. Balaschak

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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> , <sup>1</sup>	)	Case No. 18-13359 (___)
	)	
Debtors.	)	(Joint Administration Pending)

**ORDER GRANTING DEBTORS' EMERGENCY MOTION  
FOR ORDER APPROVING THE FORM AND MANNER OF NOTICE OF THE CASE  
TO CREDITORS AND PARTIES IN INTEREST**

**THIS MATTER** came before the Court upon the Motion of Republic Metals Refining Corporation and its debtor affiliates (collectively, the "Debtors"), as debtors and debtors-in-possession in the above-captioned chapter 11 cases (the "Chapter 11 Cases" or "Cases"), on an emergency basis for entry of an Order (i) Approving the Form and Manner of Notice of the Case to International Creditors and Parties in Interest and (ii) Granting Related Relief (the "Motion")<sup>2</sup> [ECF No. \_\_\_]. The Court, finding that good, adequate, and sufficient cause has been shown to justify entry of this Order; and it appearing that the relief requested is in the best interests of the Debtors' creditors, and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. § 1408 and 1409; and the Court having reviewed the Motion and exhibits annexed thereto; and due and

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<sup>1</sup> 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).

<sup>2</sup> Unless otherwise noted, defined terms from the Motion are incorporated by reference herein.

proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefor, it is

**ORDERED:**

1. The Motion is **GRANTED**.
2. The Debtors are authorized to direct Donlin Recano to send the Notice attached to the Motion as Exhibit B in the form and manner set forth in the Motion.

Dated: New York, New York  
November \_\_\_\_, 2018

**PROPOSED**

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UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT B**

**NOTICE OF AUTOMATIC STAY**

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

**NOTICE OF AUTOMATIC STAY**

**PLEASE TAKE NOTICE** that on November 2, 2018, Republic Metals Refining Corporation, Republic Metals Corporation and Republic Carbon Company, LLC (collectively, the "Debtors"), filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York, initiating the cases styled as *In re Republic Metals Refining Corporation*, Case No. 18-13359, *In re Republic Metals Corporation*, Case No. 18-13360, and *In re Republic Carbon Company, LLC*,

<sup>1</sup> 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).

Case No. 18-13361, jointly administered under the case styled as *In re Republic Metals Refining Corporation*, Case No. 18-13359 (the "Bankruptcy Case").

**PLEASE TAKE FURTHER NOTICE THAT** pursuant to the provisions of Section 362(a)(3) of the Bankruptcy Code, the filing of the above-referenced bankruptcy case, *inter alia*, operates to stay all entities from any act to obtain possession of property of the estate or of property from the estate or to exercise control over property of the estate.

Additional information regarding the Debtors and the Bankruptcy Case is available at [www.donlinrecano.com/republicmetals](http://www.donlinrecano.com/republicmetals). The Debtors are represented by Akerman LLP, whose contact information is available below.

Dated: New York, New York  
November 2, 2018

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