

Susan F. Balaschak
AKERMAN LLP
666 Fifth Avenue, 20th Floor
New York, NY 10103
Tel.: (212) 880-3800
Fax: (212) 880-8965

Andrea S. Hartley (*Admitted Pro Hac Vice*)
Katherine C. Fackler (*Admitted Pro Hac Vice*)
AKERMAN LLP
98 Southeast Seventh Street, Ste. 1100
Miami, FL 33131
Tel.: (305) 374-5600
Fax: (305) 374-5095

John E. Mitchell (*Admitted Pro Hac Vice*)
AKERMAN LLP
2001 Ross Avenue, Ste. 3600
Dallas, TX 75201
Tel.: (214) 720-4300
Fax: (214) 981-9339

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> , ¹)	Case No. 18-13359 (shl)
)	
Debtors.)	(Jointly Administered)
)	
In re:)	
)	Chapter 11
REPUBLIC HIGH TECH METALS, LLC,)	
<i>et al.</i> , ²)	Case Nos. 18-13638 (shl), 18-13639
)	(shl), 18-13641 (shl), 18-13642 (shl),
)	18-13643 (shl), 18-13644 (shl) and
Debtors)	18-13645 (shl)
)	(Joint Administration Pending)

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), Republic Carbon Company, LLC, 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833).

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Republic High Tech Metals, LLC, 13001 NW 38th Avenue, Miami, FL 33054 (6102), RMC Diamonds, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (1507), RMC2, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (4696), J & L Republic LLC, 12900 NW 38th Avenue, Miami, FL 33054 (7604); R & R Metals, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (7848), Republic Metals Trading (Shanghai) Co., Ltd., 276 Ningbo Road, Huangpu District, Shanghai, P.R. 200001 China (1639), and Republic Trans Mexico Metals, S.R.L., Francisco I. Madero No. 55 Piso 5, Local 409, Centro Joyero Edificio Central, Delegación Cuauhtémoc, Mexico DF 6000 (2942).

AMENDED
NOTICE OF COMMENCEMENT OF ADDITIONAL CHAPTER 11 CASES
AND NOTICE OF AGENDA FOR MATTERS SCHEDULED FOR
THE HEARING ON NOVEMBER 29, 2018 AT 2:00 P.M.³

Time and Date of Hearing: November 29, 2018 at 2:00 p.m. (Prevailing Eastern Time)

Location of Hearing: United States Bankruptcy Court for the Southern District of New York, before the Honorable Sean H. Lane, United States Bankruptcy Judge, **Room 701**, One Bowling Green, New York, NY 10004-1408

PLEASE TAKE NOTICE that on **November 21, 2018**, each of Republic High Tech Metals, LLC, RMC Diamonds, LLC, RMC2, LLC, J & L Republic LLC, R & R Metals, LLC, Republic Metals Trading (Shanghai) Co., Ltd., and Republic Trans Mexico Metals, de CV, a sociedad de responsabilidad limitada de capital variable (collectively, the "Additional Debtors"), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

The Additional Debtors are seeking to have their cases, bearing case nos. 18-13638 through 18-13645, jointly administered with the above-captioned debtors (the "Original Debtors" and collectively with the Additional Debtors, the "Debtors").

PLEASE TAKE FURTHER NOTICE that an agenda with respect to all matters set for hearing on **November 29, 2018 at 2:00 p.m.** (EST) is set forth below. Copies of each pleading identified below can be viewed and/or obtained by: (i) accessing the Court's website at www.nysb.uscourts.gov, (ii) contacting the Office of the Clerk of Court at One Bowling Green, New York, New York 10004, or (iii) from the Debtors' claims and noticing agent, Donlin Recano ("Donlin"), at www.donlinrecano.com/republicmetals. Note that a PACER password is required to access documents on the Court's website.

AGENDA

I. Motion to be Heard as to Additional Debtors Only

1. Debtors' Emergency Motion for Entry of Interim and Final Orders Directing that Certain Orders in the Chapter 11 Cases of Republic Metals Refining Corporation, *et al.* Apply to All Above-Captioned Cases [ECF No. 2 in each Additional Debtor Case]

a. Status: This matter is going forward on an interim, uncontested basis.

³ *Changes from original Agenda [Doc. No. 197] are noted in bold and italic print herein.*

II. Motions and Applications to be Heard as to All Debtors

A. Uncontested Matters

1. Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Determining that Utility Providers Have Been Provided with Adequate Assurance of Payment, (II) Approving Proposed Adequate Assurance Procedures, (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (IV) Determining that Debtors are Not Required to Provide any Additional Assurance, (V) Scheduling a Hearing to Consider Entry of a Final Order, and (IV) Granting Related Relief [ECF No. 8]

- a. Response Deadline: November 21, 2018 at 4:00 p.m. (Eastern)
- b. Responses Received: No objections to Motion. Additional Assurance Request received from Florida Power & Light.
- c. Related Documents: None
- d. Status: Going forward on final basis.

2. Debtors' Motion for Entry of Interim and Final Order (I) Authorizing Debtors to, in the Ordinary Course, (A) Use Cash Management System, Bank Accounts, and Business Forms and (B) Perform Intercompany Transactions, and (II) Authorizing Banks and Financial Institutions to Honor and Process All Related Check and Electronic Payment Requests [ECF No. 5]

- a. Response Deadline: November 21, 2018 at 4:00 p.m. (Eastern)
- b. Responses Received: None formal; resolved informal comments from US Trustee
- c. Related Documents:
 - i. Interim Order (I) Authorizing Debtors to, in the Ordinary Course, (A) Use Cash Management System, Bank Accounts, and Business Forms and (B) Perform Intercompany Transactions, (II) Authorizing Banks and Financial Institutions to Honor and Process All Related Check and Electronic Payment Requests, and (III) Granting Related Relief [ECF No. 46]
- d. Status: Going forward on final basis

3. Debtors' Motion for Entry of Interim and Final Order (I) Authorizing Debtors to (A) Pay Pre-Petition Wages and Other Compensation, and Employee Benefits, and (B) Continue Existing Employee Benefit Plans and Programs, (II) Authorizing Banks and Financial Institutions to Pay All Checks and Electronic Payment Requests, and (III) Approving the Debtors' Discretionary Employee Incentive Programs [ECF No. 6]

- a. Response Deadline: November 21, 2018 at 4:00 p.m. (Eastern)

- b. Responses Received: None *formal; resolved informal comments from US Trustee*
 - c. Related Documents:
 - i. Interim Order (I) Authorizing Debtors to (A) Pay Pre-Petition Wages and Other Compensation, and Employee Benefits, and (B) Continue Existing Employee Benefit Plans and Programs, (II) Authorizing Banks and Financial Institutions to Pay All Checks and Electronic Payment Requests, and (III) Approving the Debtors' Discretionary Employee Incentive Programs [ECF No. 47]
 - d. Status: Going forward on final basis.
4. ***Motion for Interim and Final Order Authorizing the Debtors to Pay Certain Pre-Petition Taxes [ECF No. 7]***
- a. ***Response Deadline: November 21, 2018 at 4:00 p.m. (Eastern)***
 - b. ***Responses Received: None***
 - c. ***Related Documents***:
 - i. ***Interim Order (I) Authorizing (I) the Debtor to Pay Certain Pre-Petition Taxes, (II) Banks to Honor and Process Related Checks and Transfers; and (III) Setting a Hearing to Consider Entry of a Final Order [ECF No. 48]***
 - d. ***Status: Going forward on a final basis.***
5. Emergency Motion of Debtors for Interim and Final Orders Pursuant to 11 U.S.C. §§ 105(a) and 363(b) (i) Authorizing Debtors to Pay Prepetition Claims of Shippers, and (ii) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers [ECF No. 192]
- a. Response Deadline: N/A
 - b. Responses Received: None
 - c. Related Documents:
 - i. ***Order Granting Debtors' Ex-Parte Motion for an Order Shortening Notice Period for Hearing on Emergency Motion of Debtors for Interim and Final Orders Pursuant to 11 U.S.C. §§ 105(a) and 363(b) (i) Authorizing Debtors to Pay Prepetition Claims of Shippers, and (ii) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers [ECF No. 198]***

- ii. Debtors' *Ex-Parte* Motion for an Order Shortening Notice Period for Hearing on Emergency Motion of Debtors for Interim and Final Orders Pursuant to 11 U.S.C. §§ 105(a) and 363(b) (i) Authorizing Debtors to Pay Prepetition Claims of Shippers, and (ii) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers [ECF No. 194]

d. Status: Going forward on interim basis.

6. Application to Employ Paladin Management Group, LLC as Financial Advisor for the Debtors and to Provide the Debtors a Chief Restructuring Officer, and to Designate Scott Avila as the Chief Restructuring Office for the Debtors Effective as of the Petition Date [ECF No. 58]

- a. Response Deadline: November 21, 2018 at 4:00 p.m. (Eastern)
- b. Responses Received: None
- c. Related Documents: None
- d. Status: Going forward on a final basis.

7. Application to Employ Akerman LLP as Counsel for the Debtors *Nunc Pro Tunc* to Petition Date [ECF No. 59]

- a. Response Deadline: November 21, 2018 at 4:00 p.m. (Eastern)
- b. Responses Received: None
- c. Related Documents:
 - i. Supplemental Declaration of Scott Avila in Support of Application to Employ Akerman LLP as Counsel for the Debtors *Nunc Pro Tunc* to Petition Date [ECF No. 175]
 - ii. Supplemental Declaration of John E. Mitchell in Support of Application to Employ Akerman LLP as Counsel for the Debtors *Nunc Pro Tunc* to Petition Date [ECF No. 177]

d. Status: Going forward on a final basis.

8. Application to Employ SSG Advisors, LLC Pursuant to 11 U.S.C. § 327 and 328 to Provide Investment Banking Services to Debtors [ECF No. 60]

- a. Response Deadline: November 21, 2018 at 4:00 p.m. (Eastern)
- b. Responses Received: None

c. Related Documents:

- i. Supplement to Debtors' Application to Retain SSG Advisors, LLC Pursuant to 11 U.S.C. § 327 and 328 to Provide Investment Banking Services to the Debtors [ECF No. 90]
- ii. Amended Supplement to Debtors' Application to Retain SSG Advisors, LLC Pursuant to 11 U.S.C. § 327 and 328 to Provide Investment Banking Services to the Debtors [ECF No. 149]

d. Status: Going forward on a final basis.

B. Contested Matters

9. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to the Secured Parties, (III) Scheduling a Final Hearing and (IV) Granting Related Relief [ECF No. 10]

a. Response Deadline: November 21, 2018 at 4:00 p.m.

b. Responses Received:

- i. Limited Objection of Alamos Gold Inc. and its Subsidiaries, Minas de Oro Nacional, S.A. de C.V. and Minera Santa Rita S. de R.L. de C.V. to the Debtors Cash Collateral Motion and Supplement to the Cash Collateral Motion [ECF No. 121]
- ii. Limited Objection of Cornerstone Asset Metals LLC to Debtors' Motion to Use Cash Collateral [ECF No. 135]
- iii. Limited Objection SCMI US Inc. to the Debtors' Cash Collateral Motion and Joint Supplement to the Cash Collateral Motion [ECF No. 137]
- iv. Limited Objection of Premier Gold Mines Limited to Debtors' Motion for Entry of Final Order (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection of the Secured Parties and (III) Granting Related Relief [ECF No. 144]
- v. Objection of Coeur Mining, Inc., Coeur Mexicana S.A. De C.V., Coeur Rochester, Inc. and Wharf Resources (U.S.A.), Inc. to (A) Debtors' Motion for Entry of Final Order (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection of the Secured Parties and (III) Granting Related Relief, and (B) Joint Supplement of the Debtors and the Senior Lenders to the Cash Collateral Motion [ECF No. 146]

- vi. Joint Objection of Argonaut Gold Inc., First Majestic Silver Corp., and Mitchell T. Levine to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to the Secured Parties, (III) Scheduling a Final Hearing and (iv) Granting Related Relief [ECF No. 147]
- vii. Objection of Midwest Refineries, LLC to Entry of Final Case Collateral [sic] Order [ECF No. 148]
- viii. Limited Objection and Reservation of Rights Re: Debtor's Motion for Use of Cash Collateral filed by Alex Morningstar Corp., Deb Schott, Inc., FCP Diamonds, LLC, Mid-States Recycling, Inc., and Noble Metal Services, Inc. [ECF No. 152]
- ix. Texas Precious Metals L.L.C.'s Joinder and Limited Objection to the Debtors' Cash Collateral Motion and Supplement to the Cash Collateral Motion and Reservation of Rights [ECF No. 154]
- x. Texas Precious Metals L.L.C.'s Joinder and Limited Objection to the Debtors' Cash Collateral Motion and Supplement to the Cash Collateral Motion and Reservation of Rights [ECF No. 156]
- xi. Limited Objection of Music City Group, LLC to Debtors' Motion to Use Cash Collateral [ECF No. 157]
- xii. Limited Objection of Minas de Oroco Resources, S.A. de C.V. to Debtors' Motion to Use Cash Collateral [ECF No. 158]
- xiii. Limited Objection of Tiffany and Company, on its own behalf and on behalf of Laurelton Sourcing, LLC to (A) Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection of the Secured Parties, (III) Scheduling a Final Hearing and (IV) Granting Related Relief, and (B) Joint Supplement of the Debtors and the Senior Lenders to the Cash Collateral Motion [ECF No. 159]
- xiv. Objection of Pretium Exploration Inc. to the Debtors' Motion for Entry of a Final Order (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to the Secured Parties, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief [ECF No. 161]
- xv. Yamana Gold Inc.'s Limited Objection to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to the Secured Parties, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief [ECF No. 162]

- xvi. Limited Objection of Design Gold Group, Inc. to Motion to (I) Approve Use of Cash Collateral, (II) Granting Adequate Protection to the Secured Parties, and (III) Scheduling a Final Hearing [ECF No. 163]
- xvii. Limited Objection of Pyropure, Inc. D/B/A Pyromet to the Debtors' Cash Collateral Motion and Supplement to the Cash Collateral Motion [ECF No. 164]
- xxviii. Limited Objection, Joinder and Reservation of Rights Concerning Debtors' Motion Seeking Authorization to Use Cash Collateral and Certain Related Relief filed by 7645635 Canada Inc. o/a Ottawa Gold Buyer, Pollock-Cameron Investments Corporation o/a Vancouver Gold Buyer, and 7907109 Canada Inc. [ECF No. 174]
- xix. Objection, Joinder, and Reservation of Rights of Compania Minera Dolores, S.A. de C.V. and Minera Triton Argentina SA to the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to the Secured Parties, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief [ECF No. 178]
- xx. So Accurate Group, Inc.'s Limited Objection, Joinder, and Reservation of Rights to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors' Use of Cash Collateral, (II) Granting Adequate Protection to the Secured Parties, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief [ECF No. 181]
- xxi. Limited Objection of Brilliant Jewelers/MJJ Inc. to Debtors' Cash Collateral Motion and Supplement to the Cash Collateral Motion and Reservation of Rights [ECF No. 185]
- xxii. APMEX, Inc.'s Joinder and Limited Objection to the Debtors' Cash Collateral Motion and Supplement to the Cash Collateral Motion and Reservation of Rights [ECF No. 189]
- xxiii. Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of Interim and Final Orders (i) Authorizing the Debtors' Use of Cash Collateral, (ii) Granting Adequate Protection to the Secured Parties, (iii) Scheduling a Final Hearing and (iv) Granting Related Relief, and the Supplemental Motion [ECF No. 193]
- xxiv. ***Objection of Jason Rubin, Rose Rubin, Lindsey Rubin, the Second Amended and Restated Rose Rubin Revocable Trust U/D/A 9/25/2013, the Amended and Restated Richard Rubin Revocable Trust U/D/A 12/8/2008, Republic Metals Warehouse LLC, Richard Rubin Lindsay***

Investments, LLC, Jason Ross Rubin Enterprises LLC, and RRLJ12 LLC to the Debtors' Motion for Entry of a Final Order (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to the Secured Parties, (III) Scheduling a Final hearing and (IV) Granting Related Relief [ECF No. 199]

xxv. Limited Objection, Joinder and Reservation of Rights with Respect to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors' Use of Cash Collateral [by Prince & Inzant Company] [ECF No. 202]

xxvi. Omnibus Reply of the Senior Lenders to Objections to the Debtors' Cash Collateral Motion [ECF No. 208]

c. Related Documents:

- i. Notice of Proposed Amended Cash Collateral Budget [ECF No. 32]
- ii. Interim Order (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Secured Parties, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief [ECF No. 54]
- iii. Joint Supplement of the Debtors and the Senior Lenders to the Cash Collateral Motion [ECF No. 78]
- iv. Notice of Filing Proposed Order [ECF No. 167]
- v. Motion of Coeur Mining, Inc., Coeur Mexicana S.A. De C.V., Coeur Rochester, Inc. and Wharf Resources (U.S.A.), Inc. to (a) File Documents under Seal and (b) Redact Commercially Sensitive, Nonpublic Information [ECF No. 145]
- vi. Yamana Gold, Inc. Ex Parte Motion for Entry of an Order to (i) File a Document Under Seal and (ii) Redact Commercially Sensitive, Nonpublic Information [ECF No. 165]
- vii. Declaration of Atul Kampani in Support of Limited Objection of Brilliant Jewelers/MJJ Inc. to Debtor's Final Motion to Use Cash Collateral, Granting Adequate Protection, Etc. [ECF No. 186]
- viii. Notice of Proposed Order Continuing Final Hearing on Cash Collateral [ECF No. 209]***
- ix. Notice of Proposed Interim Cash Collateral Budget [ECF No. 212]***

d. Status: Going forward on an interim basis.

PLEASE TAKE FURTHER NOTICE that the following documents have also been filed pursuant to the Local Bankruptcy Rules for the Southern District of New York or in connection with the relief requested:

1. Declaration of Scott Avila Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in support of Chapter 11 Petitions and First Day Motions [ECF No. 2]

Dated: New York, New York
November 28, 2018

AKERMAN LLP

By: /s/Susan F. Balaschak
Susan F. Balaschak
666 Fifth Avenue, 20th Floor
New York, NY 10103
Tel.: (212) 880-3800
Fax: (212) 880-8965
E-Mail: susan.balaschak@akerman.com

-and-

John E. Mitchell
(Admitted Pro Hac Vice)
AKERMAN LLP
2001 Ross Avenue, Suite 3600
Dallas, TX 75201
Tel.: (214) 720-4300
Fax: (214) 981-9339
E-Mail: john.mitchell@akerman.com

Andrea S. Hartley
(Admitted Pro Hac Vice)
Katherine C. Fackler
(Admitted Pro Hac Vice)
AKERMAN LLP
98 Southeast Seventh Street, Suite 1100
Miami, FL 3313
Tel.: (305) 374-5600
Fax: (305) 374-5095
E-Mail: andrea.hartley@akerman.com
E-Mail: katherine.fackler@akerman.com

Proposed Counsel for Debtors and Debtors-in-Possession