

**Response Deadline: January 2, 2019 at 5:00 p.m. (ET)**  
**Hearing Date: January 9, 2019 at 10:00 a.m. (ET)**

COOLEY LLP  
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New York, New York 10036  
Telephone: (212) 479-6000  
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Seth Van Aalten  
Robert Winning  
Sarah Carnes  
Summer McKee

*Proposed Counsel for  
Official Committee of Unsecured Creditors*

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

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	:	
In re:	:	Chapter 11
	:	
Republic Metals Refining Corporation, <i>et al.</i> <sup>1</sup>	:	Case No. 18-13359 (shl)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**NOTICE OF HEARING ON THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE  
EMPLOYMENT AND RETENTION OF CBIZ ACCOUNTING, TAX & ADVISORY OF  
NEW YORK, LLC AND CBIZ, INC. AS FINANCIAL ADVISOR  
NUNC PRO TUNC TO NOVEMBER 19, 2018**

**PLEASE TAKE NOTICE** that on **January 9, 2019 at 10:00 a.m. (ET)**, or as soon thereafter as counsel may be heard, a hearing on the Official Committee of Unsecured Creditors'

<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 N.W. 38th Avenue, Miami, FL 33054 (4378), and Republic Carbon Company, LLC, 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833), Republic High Tech Metals, LLC, 13001 NW 38 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, Delegaci6n Cuauhtemoc, Mexico DF 6000 (2942).

(the “Committee”) Application for an Order Authorizing Employment and Retention of CBIZ Accounting, Tax & Advisory of New York, LLC and CBIZ, Inc. as financial advisor *Nunc Pro Tunc* to November 19, 2018 (the “Application”) will be held before the Honorable Sean H. Lane, United States Bankruptcy Judge, in Room 701 of the United States Bankruptcy Court for the Southern District of New York (the “Court”), One Bowling Green, New York, New York 10004.

**PLEASE TAKE FURTHER NOTICE** that any responses to the Application: (i) must be in writing; (ii) shall conform to the Federal Rules of Bankruptcy Procedure, the Local Rules and the *Order Establishing Certain Notice, Case Management and Administrative Procedures* (the “Case Management Order”) [Docket No. 55]; (iii) set forth the name of the responding party, the basis for the response and the specific grounds thereof; and (iv) be filed with the Court electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Court’s case filing system and, by all other parties in interest, on a 3.5 inch floppy disk, CD-ROMs, and 100 MB Zip Disks in either PDF or WordPerfect format. Further, pursuant to Local Bankruptcy Rule 9070-1 and the Case Management Order, at least one hard copy, marked “***Chambers Copy***”, be delivered directly to the chambers of the Honorable Sean Lane, and shall be served upon: (i) the Debtors, c/o Republic Metals Refining Corporation, (Attn: Scott Avila); (ii) the attorneys for the Debtors, Akerman LLP, 2001 Ross Avenue, Suite 3600, Dallas, TX 75201 (Attn: John Mitchell, Esq.) and 98 Southeast Seventh Street, Suite 1100, Miami, FL 3313 (Attn: Andrea S. Hartley, Esq. and Katherine C. Fackler, Esq.); (iii) the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”), U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Shannon Scott, Esq.); (iv) the attorneys for the Committee, Cooley LLP, 1114 Avenue of the Americas, New York, NY 10036 (Attn: Seth Van Aalten,

Esq.); (v) counsel to any other statutory committee appointed in the Chapter 11 Cases (collectively, the “Standard Parties”); (vi) any person or entity with a particularized interest in the subject matter of a certain document (each, an “Affected Party”); and (vii) any persons who have filed a request for notice in the above captioned cases pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure, so as to be filed and received by no later than **January 2, 2019 at 5:00 p.m. (ET)** (the “Response Deadline”).

**PLEASE TAKE FURTHER NOTICE** that, if no responses are timely filed and served with respect to the Application, the Committee may, on or after the Response Deadline, submit to the Court an order, substantially in the form of the proposed order annexed to the Application, for which the order may be entered with no further notice or opportunity to be heard.

Dated: December 19, 2018  
NEW YORK, NEW YORK

**COOLEY LLP**

*/s/ Seth Van Aalten*

Seth Van Aalten

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*Proposed Counsel for the Official  
Committee of Unsecured Creditors*

**Objection Deadline: January 2, 2019 at 5:00 p.m. (ET)**  
**Hearing Date: January 9, 2019 at 10:00 a.m (ET)**

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New York, New York 10036  
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*Proposed Counsel for  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
Republic Metals Refining Corporation, <i>et al.</i> <sup>1</sup>	:	Case No. 18-13359 (shl)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND  
RETENTION OF CBIZ ACCOUNTING, TAX & ADVISORY OF NEW YORK, LLC  
AND CBIZ, INC. AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS NUNC PRO TUNC TO NOVEMBER 19, 2018**

<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 N.W. 38th Avenue, Miami, FL 33054 (4378), and Republic Carbon Company, LLC, 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833) (collectively, the “Original Debtors”), as well as: Republic High Tech Metals, LLC, 13001 NW 38 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 Cuauhtemoc, Mexico DF 6000 (2942) (collectively, the “Additional Debtors”).

The Official Committee of Unsecured Creditors (the “Committee”) appointed in these chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) hereby files this application (this “Application”) for an order, substantially in the form attached hereto as **Exhibit A**, authorizing the retention and employment of CBIZ Accounting, Tax & Advisory of New York, LLC (“CBIZ NY”) and CBIZ, Inc. (collectively with CBIZ NY, “CBIZ”) as its financial advisor pursuant to section 1103 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”). In support of the Application, the Committee relies upon and incorporates by reference the *Declaration of Brian Ryniker in Support of the Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment and Retention of CBIZ Accounting, Tax & Advisory of New York, LLC as Financial Advisor Nunc Pro Tunc to November 19, 2018* (the “Ryniker Declaration”), attached hereto as **Exhibit B**. In further support of the Application, the Committee respectfully represent:

### **JURISDICTION**

1. Pursuant to 28 U.S.C. §§ 157 and 1334, this Court has jurisdiction to consider and grant the relief requested herein. A proceeding to consider and grant such relief is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein is section 1103(a) of the Bankruptcy Code. Relief is also proper pursuant to Bankruptcy Rule 2014 and the Local Rules.

## **BACKGROUND**

2. On November 2, 2018 (the “Petition Date”), each of the Original Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Original Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On November 8, 2018, the Court entered an order authorizing the joint administration of the Debtors’ chapter 11 cases [D.I. 44].

3. On November 19, 2018, the Office of the United States Trustee (the “U.S. Trustee”) for Region 2 appointed the Committee, consisting of the following seven members: (i) Coeur Rochester, Inc. c/o Coeur Mining, Inc.; (ii) Bayside Metal Exchange; (iii) So Accurate Group Inc.; (iv) Cyber-Fox Trading, Inc.; (v) Minera Triton Argentina S.A.; (vi) Pyropure Inc. d/b/a Pyromet; and (vii) Minera Real de Ora S.A. de C.V. That same day, the Committee selected Cooley, LLP as its proposed counsel, and CBIZ, Accounting, Tax & Advisory of New York, LLC and CBIZ, Inc. as its proposed financial advisor.

4. On November 21, 2018, the Additional Debtors filed voluntary petitions for relief under the Bankruptcy Code, initiating their chapter 11 Cases.

5. No trustee or examiner has been appointed in these chapter 11 cases.

## **RELIEF REQUESTED AND REASONS THEREFOR**

6. By this Application, pursuant to section 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014, the Committee requests entry of the proposed order attached hereto as **Exhibit A**, approving the employment and retention of CBIZ, *nunc pro tunc* to November 19, 2018, as its financial advisor in connection with these chapter 11 cases.

7. In light of CBIZ’s expertise representing creditors’ committees across a broad

range of industries, it would be cost effective for the Committee to retain CBIZ as its financial advisor. CBIZ is well suited to represent the Committee, having represented official committees in a wide array of other chapter 11 cases.

8. Pursuant to section 1103(a) of the Bankruptcy Code, the Committee requests that this Court approve the employment of CBIZ as its financial advisor to, among other things:

- a) Assist the Committee in its evaluation of the Debtors' post-petition cash flow and/or other projections and budgets prepared by the Debtors;
- b) Monitor the Debtors' activities regarding cash expenditures subsequent to the filing of the petition under chapter 11 of the Bankruptcy Code;
- c) Assist the Committee in its review of monthly operating reports submitted by the Debtors;
- d) Manage or assist with any investigation into the pre-petition acts, conduct, transfers of property and/or funds, liabilities and financial condition of the Debtors, its management, or creditors, including the operation of the Debtors' business;
- e) Provide financial analysis related to funding in any proposed debtor-in-possession financing, including advising the Committee concerning such matters, if applicable;
- f) Analyze transactions with vendors, insiders, related and/or affiliated entities, prior and subsequent to the date of the filing of the petition under chapter 11;
- g) Assist the Committee or its counsel in any litigation proceedings against insiders and other potential adversaries;
- h) Assist the Committee in its review of the financial aspects of any proposed sale and/or plan of reorganization/liquidation;
- i) Attend meetings with representatives of the Committee and its counsel, and prepare presentations to the Committee that provide analyses and updates on diligence performed; and
- j) Perform any other services that may be necessary in its role as financial advisor to the Committee or that may be requested by Committee counsel or the Committee.

8. CBIZ has advised the Committee that it intends to apply to the Court for compensation and reimbursement of expenses in accordance with applicable provisions of the

Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any administrative compensation order entered in these cases. The proposed rates of compensation, subject to final Court approval, are the customary hourly rates in effect when services are performed by the advisors and staff who provide services to the Committee. These hourly rates are subject to periodic adjustment and the Committee has been advised of that fact.

9. The current hourly rates charged by CBIZ NY professionals are as follows:

Directors and Managing Directors	\$445 to \$800 per hour
Managers and Senior Managers	\$355 to \$445 per hour
Senior Associates and Staff	\$195 to \$355 per hour

10. Consistent with the firm's policy with respect to its other clients, CBIZ will charge the Committee for all out-of-pocket expenses incurred in connection with these chapter 11 cases. The expenses charged may include, among other things, electronic court filing fees, postage, travel, express mail and messenger charges. Reimbursement of expenses incurred by CBIZ to third parties will be limited to the actual amounts billed to, or paid by, CBIZ on behalf of the estates.

11. Based upon the Ryniker Declaration, filed contemporaneously herewith, the Committee is satisfied that (i) CBIZ represents no interest adverse to the Committee, the Debtors, their estates, or any other party in interest in the matters upon which it is to be engaged and that its employment is in the best interest of the estates, (ii) CBIZ has no connection with the U.S. Trustee or any other person employed in the office of the U.S. Trustee, and (iii) CBIZ has not been paid any retainer against which to bill fees and expenses. To the best of the Committee's knowledge, CBIZ has no connection with creditors or any other party in interest except as otherwise noted in the Ryniker Declaration.

9. The Committee requests approval of the employment of CBIZ *nunc pro tunc* to



November 19, 2018. Such relief is warranted by the circumstances presented by these cases. The Committee's selection of CBIZ on November 19, 2018 necessitated that CBIZ immediately commence work on time-sensitive matters and promptly devote substantial resources to the Debtors' cases pending submission and approval of this Application.

**NOTICE AND PRIOR APPLICATION**

10. Notice of the instant Application is being given to (i) the U.S. Trustee; (ii) counsel for the Debtors; (iii) counsel for the Debtors' prepetition secured lenders; and (iv) all parties filing an entry of appearance and request for notices pursuant to Fed. R. Bankr. P. 2002. The Committee respectfully submits that, in light of the nature of the relief requested, no further notice is necessary or required. No prior application for the relief requested herein has been presented to this Court or any other court.

*[Remainder of page intentionally left blank.]*

WHEREFORE, the Committee hereby respectfully requests that it be authorized to retain and employ CBIZ, Accounting, Tax & Advisory of New York, LLC and CBIZ, Inc. as its financial advisor *nunc pro tunc* to November 19, 2018, and that CBIZ be paid such compensation as may be allowed by this Court, and for such other further relief as is deemed just and proper.

Dated: December 14, 2018

Respectfully submitted,

The Official Committee of Unsecured Creditors  
of Republic Metals Refining Corporation, *et al.*

**Minera Triton Argentina S.A.**

Committee Chairperson

By: /s/



Delaney Fisher

**EXHIBIT A**

**Proposed Order**

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

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In re: : Chapter 11  
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Republic Metals Refining Corporation, *et al.*<sup>1</sup> : Case No. 18-13359 (shl)  
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:
  
Debtors. : (Jointly Administered)  
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**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF CBIZ  
ACCOUNTING, TAX & ADVISORY OF NEW YORK, LLC AND CBIZ, INC.  
AS FINANCIAL ADVISOR FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS**

Upon the application (the “Application”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases for entry of an order authorizing the Committee to employ and retain CBIZ, Accounting, Tax & Advisory of New York, LLC and CBIZ, Inc. (collectively, “CBIZ”) as its financial advisor *nunc pro tunc* to November 19, 2018, the date the Committee determined to employ CBIZ as financial advisor in these cases, pursuant to section 1103 of title 11 of the United States Code, Rule 2014(a) of the Federal Rules of Bankruptcy Procedure, and the Local Bankruptcy Rules for the Southern District of New York; and upon the Declaration of Brian Ryniker of CBIZ Accounting, Tax & Advisory of New York, LLC (the “Ryniker Declaration”) attached to the Application as **Exhibit**

<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 N.W. 38th Avenue, Miami, FL 33054 (4378), Republic Carbon Company, LLC, 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833), Republic High Tech Metals, LLC, 13001 NW 38 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 Cuauhtemoc, Mexico DF 6000 (2942).

<sup>2</sup> Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Application.

**B**; and the Court having jurisdiction pursuant to sections 157 and 1334 of title 28 of the United States Code to consider the Application and the relief requested therein; and venue being proper in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and the Court being satisfied that notice of this Application and the opportunity for a hearing on this Application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Ryniker Declaration, that CBIZ does not represent or hold any interest adverse to the Debtors or their estates as to the matters upon which CBIZ has been and is to be employed, and that CBIZ is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and the Court having determined that the relief sought in the Application is in the best interests of the Committee, the Debtors, their creditors, and all parties in interest; and this Court having determined that the legal and factual bases set forth in the Application and in the Ryniker Declaration establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is GRANTED to the extent set forth herein.
2. In accordance with section 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014, the Committee is authorized to employ and to retain CBIZ Accounting, Tax & Advisory of New York, LLC and CBIZ, Inc. as its financial advisor, *nunc pro tunc* to November 19, 2018, on the terms and conditions set forth in the Application and in the Ryniker Declaration.
3. CBIZ shall apply for compensation and reimbursement in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable provisions of the Bankruptcy Rules, the Local Rules, any order establishing procedures for interim compensation, and any fee and expense guidelines of this Court.

4. CBIZ will provide notice of any rate increases by notifying the Committee and filing a notice with the Court. The Committee, the U.S. Trustee, and all parties-in-interest retain all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. The Committee and CBIZ are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

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

7. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: \_\_\_\_\_, 2019  
New York, New York

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HONORABLE SEAN H. LANE  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT B**

Ryniker Declaration

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

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In Re: Chapter 11  
REPUBLIC METALS REFINING CORPORATION, et al.<sup>1</sup> Case No. 18-13359 (shl)  
(Jointly Administered)  
Debtors.

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**DECLARATION OF BRIAN RYNIKER IN SUPPORT OF  
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF CBIZ ACCOUNTING, TAX & ADVISORY OF  
NEW YORK, LLC AND CBIZ, INC. AS FINANCIAL ADVISOR,  
NUNC PRO TUNC TO NOVEMBER 19, 2018**

Pursuant to 28 U.S.C. § 1746, Brian Ryniker declares as follows:

1. I am a Certified Public Accountant, licensed under the laws of the State of New York and I am a Managing Director of CBIZ Accounting, Tax & Advisory of New York, LLC (“CBIZ NY”), with offices at 111 West 40<sup>th</sup> Street, New York, N.Y. 10018. CBIZ Accounting, Tax & Advisory of New York, LLC and its affiliates, are wholly-owned subsidiaries of CBIZ, Inc. (CBIZ, Inc. and CBIZ NY collectively referred to as “CBIZ”). CBIZ is a full service business services firm and we intend to use resources from any office or subsidiary of CBIZ as necessary.

2. This Affidavit is submitted in support of the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases of Republic Metals Refining Corporation *et al* (the “Debtors” or “RMC”) for authorization

<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 N.W. 38th Avenue, Miami, FL 33054 (4378), and Republic Carbon Company, LLC, 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833), Republic High Tech Metals, LLC, 13001 NW 38 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 Cuauhtemoc, Mexico DF 6000 (2942).



of the employment and retention of CBIZ NY as financial advisor, *nunc pro tunc*, to November 19, 2018.

3. This Affidavit is also submitted as the statement required by Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

4. Other than the initial communication between CBIZ NY and representatives of the Committee with respect to the retention of CBIZ NY in these cases, neither I nor, to the best of my knowledge, any other member or employee of CBIZ NY had any business, or other connection, with the Debtors, their attorneys or financial advisor, or any other party in interest, except as described in paragraphs 5 through 9.

5. CBIZ NY has conducted an examination to determine whether it has any relationships with entities (individually an “Interested Party” and collectively, the “Interested Parties”) that are associated with these cases. Specifically, under my supervision, an employee of CBIZ NY conducted a conflict check on the following parties-in-interest: (i) the Debtors, (ii) the Debtors’ known secured creditors, (iii) the Debtors’ current and former officers, directors, board of directors, related parties and professionals, (iv) the thirty-four largest unsecured creditors of the Debtors as disclosed in filings with the Court, inclusive of the members of the Committee, (v) certain parties to litigation with the Debtors, and (vi) the United States Southern District of New York Trustees and the Bankruptcy Judge appointed to these cases. The names of the parties for which we performed a conflict check for are set forth on **Schedule 1a**, further supplemented by **Schedule 1b**, attached hereto.

6. To the best of my knowledge and except as set forth herein, CBIZ has no connection to the Debtors, the Debtors’ creditors, other parties in interest, their attorneys or accountants, the United States Trustee, or any person employed by the United States Trustee’s office.

7. CBIZ NY or its professionals may have (i) worked with and/or for the professionals in these chapter 11 cases in matters wholly unrelated to these chapter 11 cases, or (ii) been, or may be currently, engaged as accountants or financial advisors by certain other creditors of the Debtors, or employees of such creditors, in matters wholly unrelated to these chapter 11 cases. No one professional and/or creditor has comprised more than 1% of the firm's annual revenue in any given year.

8. CBIZ NY has represented, represents, and in the future will likely represent, committees in matters unrelated to the Debtors or these chapter 11 cases, whose members are or may be creditors and/or Committee members in these cases. CBIZ NY, however, is not representing any of those entities in these chapter 11 cases and will not represent any members of those committees in any claims that they may have collectively or individually against the Debtors.

9. Based on the results of our conflict check, to the best of my knowledge it appears that CBIZ NY does not represent any entity holding an interest adverse to, and has no connection with, the Debtors, its creditors, the U.S. Trustee, or any party-in-interest herein, in the matters upon which CBIZ NY is to be retained, and is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

10. CBIZ is a "disinterested person" as that term is defined in 11 U.S.C. §101(14) in that CBIZ: (i) is not a creditor, an equity security holder, or an insider of the Debtors; (ii) is not and was not, within 2 years before the date of the filing of the petition, a director, officer, or employee of the Debtors; and (iii) does not have an interest materially adverse to the interest of these 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.

11. To the extent that I discover any facts bearing on the matters described herein during the period of CBIZ's retention, I will supplement the information contained in this Affidavit.

12. CBIZ will assist the Committee with the following:

- a) Assist the Committee in its evaluation of the Debtors' post-petition cash flow and/or other projections and budgets prepared by the Debtors;
- b) Monitor the Debtors' activities regarding cash expenditures subsequent to the filing of the petition under chapter 11 of the Bankruptcy Code;
- c) Assist the Committee in its review of monthly operating reports submitted by the Debtors;
- d) Manage or assist with any investigation into the pre-petition acts, conduct, transfers of property and/or funds, liabilities and financial condition of the Debtors, its management, or creditors, including the operation of the Debtors' business;
- e) Provide financial analysis related to funding in any proposed debtor-in-possession financing, including advising the Committee concerning such matters, if applicable;
- f) Analyze transactions with vendors, insiders, related and/or affiliated entities, prior and subsequent to the date of the filing of the petition under chapter 11;
- g) Assist the Committee or its counsel in any litigation proceedings against insiders and other potential adversaries;
- h) Assist the Committee in its review of the financial aspects of any proposed sale and/or plan of reorganization/liquidation;
- i) Attend meetings with representatives of the Committee and its counsel, and prepare presentations to the Committee that provides analyses and updates on diligence performed; and
- j) Perform any other services that may be necessary in our role as financial advisor to the Committee or that may be requested by Committee counsel or the Committee.

13. CBIZ is willing to serve as financial advisor to the Committee and to receive compensation on an hourly basis, subject to the approval of this Court and in compliance with

Bankruptcy Code sections 327, 328, 330 and 331, the Bankruptcy Rules, the United States Trustee's Guidelines for Fees and Disbursements, and any such other procedures as may be fixed by order of this Court for professional services rendered by CBIZ, including the service of monthly fee statements and the filing of quarterly fee applications. The current hourly rates charged by CBIZ NY for professional services are as follows.

Directors and Managing Directors	\$445 to \$800 per hour
Managers and Senior Managers	\$355 to \$445 per hour
Senior Associates and Staff	\$195 to \$355 per hour

14. Periodically, our hourly rates are subject to firm-wide adjustment. CBIZ NY will notify the Court, the United States Trustee, and the Debtors, if CBIZ NY increases its hourly rates.

15. It is CBIZ's policy to charge its clients for all out-of-pocket expenses incurred in connection with a client's case. The expenses charged to clients include, among other things, electronic court filing fees, postage, travel, express mail and messenger charges. Reimbursement of expenses incurred by CBIZ to third parties will be limited to the actual amounts billed to, or paid by, CBIZ on behalf of the estates.

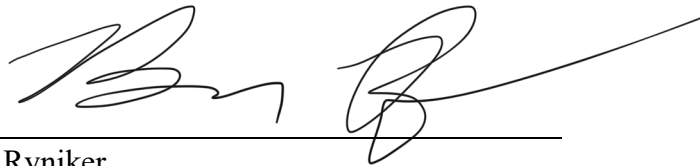
16. Neither I, nor CBIZ, nor any managing director or associate thereof has received or been promised any compensation for services rendered or to be rendered in any capacity in connection with these cases, other than as permitted by the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules for the Southern District of New York.

17. No agreement or understanding exists between CBIZ and any other person for a division of compensation paid or to be paid for services rendered in these cases and no such division shall be made.

I declare under penalty of perjury that the foregoing is true and correct

Executed this 14 day of December 2018

CBIZ Accounting, Tax & Advisory of New York, LLC

A handwritten signature in black ink, appearing to read 'Brian Ryniker', written over a horizontal line. The signature is stylized and extends to the right of the line.

Brian Ryniker  
Managing Director

**Schedule 1a**

**Potential Client**

**Name & Position:**

Unsecured Creditors Committee of Republic Metals Refining Corporation, *et al.*

1. Coeur Rochester, Inc. c/o Coeur Mining, Inc.
2. Bayside Metal Exchange
3. So Accurate Group Inc.
4. Cyber-Fox Trading, Inc.
5. Minera Triton Argentina S.A.
6. Pyropure Inc. d/b/a Pyromet
7. Minera Real de Ora S.A. de C.V.

**Proposed Attorneys: (individual(s) & law firm):**

Cooley LLP

**Related Parties in Interest**

**Debtors:**

Republic Metals Refining Corporation  
Republic Metals Corporation  
Republic Carbon Company, LLC

**Address:**

15 West 47 Street, Suites 206 and 209, New York, NY 10036

**Current and Former Officers and Directors (Debtor):**

Scott Avila  
Jason R. Rubin  
Rose Rubin  
Lindsey Rubin

**Owners of Equity:**

Amended and Restated Richard Rubin Revocable Trust

**Other Related Parties/Parties In Interest**

Republic Shanghai  
Republic High Tech Metals  
RMC Diamonds, LLC  
RMC2  
J&L Republic, LLC  
R&R Metals, LLC  
RTTM

**Top Secured Creditors:**

Coöperatieve Rabobank U.A.

Brown Brothers Harriman & Co.  
Bank Hapoalim B.M.  
Mitsubishi International Corporation  
ICBC Standard Bank Plc  
Techemet Metal Trading LLC  
Woodforest National Bank  
Bank Leumi USA

**Top Unsecured Creditors:**

APMEX  
BAYSIDE METAL EXCHANGE  
Coeur Mexicana SA de CV  
COEUR ROCHESTER  
COMPANIA MINERA DOLORES, S.A. de C.V.  
COMPANIA MINERA PITALLA S.A. DE C.V.  
DON DAVID GOLD MEXICO S.A. DE C.V.  
ERIE MANAGEMENT PARTNERS  
ESTELAR RESOURCES LIMITED S.A.  
EXPORT GOLD S.A.  
EZ PAWN  
GEIB REFINING CORPORATION  
GENERAL REFINING AND SMELTING CORPORATION  
HORIZON METALS  
KARKOUR FINE JEWELRY, INC  
LAURELTON SOURCING LLC  
MID-STATES RECYCLING  
MIDWEST REFINERIES  
MINERA REAL DEL ORO S.A. DE C.V.  
MINERA SANTA CRUZ S.A.  
MINERA SANTA RITA, S.R.L. DE C.V.  
MINERA TRITON ARGENTINA S.A.  
Nusantara de México, S.A. de C.V.  
OXIDOS DE PASCO SAC  
PREMIER GOLD MINES LIMITED  
PRETIUM EXPLORATION INC  
PRIMERO EMPRESA MINERA S.A. DE C.V.  
PRINCE & IZANT  
QML, INC  
S & S METAL GROUP  
SK BULLION PTE LTD.  
SO ACCURATE GROUP, INC  
Sumitomo  
WHARF RESOURCES (USA), INC

**Other (Professionals / Acquirers / Liquidators / Possible Litigations):**

Akerman LLP – Debtors’ Counsel

Luskin Stern & Eisler LLP – Lenders’ Counsel  
RPA Advisors, LLC – Lenders’ Financial Advisor  
Paladin – Debtors’ Financial Advisor

**U.S. Trustee and Judges:**

Sean H. Lane – Judge  
William K. Harrington – United States Trustee (Region 2)  
Linda A. Riffkin – Assistant U.S. Trustee  
Victor Abriano – U.S. Trustee's Office  
Susan Arbeit – U.S. Trustee's Office  
Amanda Cassara – U.S. Trustee's Office  
Maria Catapano – U.S. Trustee's Office  
Danny A. Choy – U.S. Trustee's Office  
Benjamin J. Higgins – U.S. Trustee's Office  
Nadkarni Joseph – U.S. Trustee's Office  
Brian S. Masumoto – U.S. Trustee's Office  
Ercilia A. Mendoza – U.S. Trustee's Office  
Mary V. Moroney – U.S. Trustee's Office  
Richard C. Morrissey – U.S. Trustee's Office  
Serene Nakano – U.S. Trustee's Office  
Cheuk M. Ng – U.S. Trustee's Office  
Ilusion Rodriguez – U.S. Trustee's Office  
Andrea B. Schwartz – U.S. Trustee's Office  
Paul K. Schwartzberg – U.S. Trustee's Office  
Shannon Scott – U.S. Trustee's Office  
Sylvester Sharp – U.S. Trustee's Office  
Andy Velez-Rivera – U.S. Trustee's Office  
Greg M. Zipes – U.S. Trustee's Office



**Schedule 1b**

**Potential Client**

**Name & Position:**

Unsecured Creditors Committee of Republic Metals Refining Corporation, *et al.*

**Proposed Attorneys: (individual(s) & law firm):**

Cooley LLP

**Related Parties in Interest**

**Debtors:**

Republic Metals Refining Corporation  
Republic Metals Corporation  
Republic Carbon Company, LLC  
Republic High Tech Metals, LLC  
RMC Diamonds, LLC  
RMC2, LLC  
J & L Republic LLC  
R & R Metals, LLC  
Republic Trans Mexico Metals, S.R.L.  
Republic Metals Trading (Shanghai) Co., Ltd

**Other Related Parties/Parties In Interest**

David M. Comite  
Sandra Garcia  
Luis A Pena  
Elan Farbiarz  
Matthew Jung  
Jeremy N. Shair  
Zahcary D. Shair

**Other (Professionals / Acquirers / Liquidators / Possible Litigations):**

EisnerAmper – Debtors’ Auditor  
Crowe Horvath – Debtors’ Auditor  
Maria I. Machado, P.A. – Debtors’ Accountant