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

In re:)	Chapter 11
)	
REPUBLIC METALS REFINING)	Case No. 18-13359 (SHL)
CORPORATION, <i>et al.</i> , ¹)	
)	(Jointly Administered)
Debtors.)	
)	Related Docket Nos. 10 and 78

**OMNIBUS RESPONSE TO REPLIES OF DEBTORS AND SENIOR LENDERS TO
CUSTOMER STATEMENT AND AMENDED AND SUPPLEMENTED STATEMENT
OF CLAIMED OWNERSHIP AND CLAIMS OF PREMIER GOLD MINES LIMITED**

Premier Gold Mines Limited (“*Premier Gold*”), by and through its undersigned counsel, hereby respectfully submits this Amended and Supplemented Customer Statement and Omnibus Response to *Debtors’ Omnibus Reply to Customer Statements* dated February 19, 2019 [Docket No. 648] (the “*Debtors’ Reply*”) and the *Omnibus Response of the Senior Lenders to Customer Statements* dated February 18, 2019 [Docket No. 637] (the “*Lenders’ Reply*,” and together with the Debtors’ Reply, the “*Replies*”), and in accordance with *the Order Approving Uniform*

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).

Procedures For Resolution of Ownership Disputes dated January 11, 2019 [Docket No. 395] (the “*Uniform Procedures Order*”) and the *Notice of Amended Deadlines Set Forth In Order Approving Uniform Procedures for Resolution of Ownership Disputes* [Docket No. 677] (the “*Notice of Amendment*,” and together with the Uniform Procedures Order, the “*Amended Uniform Procedures Order*”), states as follows:

AMENDED UNIFORM PROCEDURES ORDER

1. Premier Gold filed a timely Customer Statement on January 18, 2019 [Docket No. 451] (the “*Premier Gold Customer Statement*”), as required by the Uniform Procedures Order. The Premier Gold Customer Statement is incorporated herein in its entirety.

2. The Debtors and Senior Lenders submitted extensive briefs that contain many factual allegations without any evidentiary support, and are far more than summaries of their legal positions. The Procedures Order provides that the Customers “may amend or supplement their Customer Statements in response to any Debtors’ Responses and Senior Lenders’ Responses no later than February 28, 2019.” *Id.* at ¶ 2(g).

3. Many of the legal arguments are fact-specific and fact-intensive, and Premier Gold believes that it is premature to reply to the Debtors’ and Senior Lenders’ arguments and factual assertions until after discovery is completed.

4. Premier Gold disputes many of the legal arguments and factual assertions in the Debtors’ Reply. For example, Premier Gold disputes, among other issues:

- a. The legal standard to determine whether a transaction is a bailment or a sale (bailment is determined by intent of the parties);

- b. The terms used in the agreement between Republic Metals Corporation and Premier Gold are “*Refinery*” and “*Customer*,” respectively;²
- c. Whether the Uniform Commercial Code applies (it does not);
- d. The Debtors’ Reply asserts that the responsibility of Debtors to provide insurance after dore is delivered to the refinery is proof of a sale (Debtors do not refer to the very next provision stating that the Customer is named as the loss payee on such insurance);³ and
- e. Debtors’ Reply at ¶75 asserts that none of the Customers contend a conflict of laws exists (Premier Gold’s Customer Statement states in Article V, the either Canadian or Florida law may apply).

Premier Gold also disputes many of the legal arguments and factual assertions in the Lenders’ Reply.

5. Premier Gold reserves the right to respond to the legal arguments and dispute the factual assertions contained in the Replies during the legal briefing in connection with the metal ownership litigation, which must be scheduled after discovery has closed.

6. By filing this Amended and Supplemented Customer Statement and Omnibus Response, Premier Gold is not waiving any of its rights to respond to any arguments or factual assertions raised by the Debtors and/or the Senior Lenders.

Dated: New York, New York

March 11, 2019

² The Debtors’ Reply at ¶54 asserts that the Customers’ contracts generally refer to “Buyer” and “Seller.” The contract between Republic Metals Corporation and Premier Gold Mine does not use these terms.

³ See Section 3.1 of contract dated September 30, 2016 between Republic Metals Corporation and Premier Gold.

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