

HEARING DATE AND TIME: MAY 15, 2019 at 2:00 p.m. (Eastern Time)
OBJECTION DEADLINE DATE AND TIME: MAY 8, 2019 at 4:00 p.m. (Eastern Time)

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

Andrea S. Hartley (Admitted *Pro Hac Vice*)
Joanne Gelfand (Admitted in New York)
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

Counsel to the Debtors and Debtors in Possession

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

In re:	)	Chapter 11
)	
MIAMI METALS I, INC., <i>et al.</i> ¹	)	Case No. 18-13359 (shl)
)	
Debtors.	)	(Jointly Administered)
)	

**NOTICE OF HEARING ON FIRST INTERIM APPLICATION OF AKERMAN LLP,
AS COUNSEL TO THE DEBTORS, FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD NOVEMBER 2, 2018 THROUGH FEBRUARY 28, 2019**

PLEASE TAKE NOTICE that a hearing will be held before the Honorable Sean H. Lane, United States Bankruptcy Judge, in Courtroom 701 of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), located at the Alexander Hamilton Custom House, One Bowling Green, New York, NY 10004-1408, on **May 15, 2019 at**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Miami Metals I, Inc. (f/k/a Republic Metals Refining Corporation), 15 West 47th Street, Suites 206 and 209, New York, NY 10036 (3194); Miami Metals II, Inc. (f/k/a Republic Metals Corporation), 12900 NW 38th Avenue, Miami, FL 33054 (4378); Miami Metals III LLC (f/k/a Republic Carbon Company), 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833); Miami Metals IV LLC (f/k/a J & L Republic LLC), 12900 NW 38th Avenue, Miami, FL 33054 (7604); Miami Metals V LLC (f/k/a R & R Metals, LLC), 12900 NW 38th Avenue, Miami, FL 33054 (7848); Miami Metals VI (f/k/a RMC Diamonds, LLC), 12900 NW 38th Avenue, Miami, FL 33054 (1507); Miami Metals VII (f/k/a RMC2, LLC), 12900 NW 38th Avenue, Miami, FL 33054 (4696); Miami Metals VIII (f/k/a Republic High Tech Metals, LLC), 13001 NW 38 Avenue, Miami, FL 33054 (6102), 12900 NW 38th Avenue, Miami, FL 33054 (1507); 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).

2:00 p.m., or as soon thereafter as counsel can be heard (the "Hearing"), to consider the application listed below for allowance of interim compensation and reimbursement of expenses (the "Application"). The Application will be on file with the Clerk of the Bankruptcy Court and may be examined prior to the Hearing during normal business hours.

APPLICANT:	AKERMAN LLP (COUNSEL FOR DEBTORS AND DEBTORS-IN-POSSESSION)
TYPE OF APPLICATION:	FIRST INTERIM FEE APPLICATION
FEE PERIOD:	NOVEMBER 2, 2018 THROUGH AND INCLUDING FEBRUARY 28, 2019
FEES REQUESTED:	\$2,349,498.50
EXPENSES REQUESTED:	\$112,328.89

PLEASE TAKE FURTHER NOTICE that you do not need to appear at the Hearing if you do not object to the relief requested in the Application.

PLEASE TAKE FURTHER NOTICE that the Hearing may be continued or adjourned from time to time without further notice other than an announcement of the adjourned date or dates at the Hearing or at a later hearing.

PLEASE TAKE FURTHER NOTICE that any objections to the Application must be made in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (a) by registered users of the Bankruptcy Court's case filing system, electronically in accordance with General Order M-399 (which can be found at <http://nysb.uscourts.gov>) and (b) the Chambers of the Honorable Sean H. Lane ("Chambers"), United States Bankruptcy Court for the Southern District of New York, One Bowling Green,

New York, New York 10004; (c) the Debtors, c/o Miami Metals I, Inc., (Attn: Scott Avila); (d) 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.); (e) 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.); (f) the attorneys for the Creditors' Committee, Cooley LLP, 55 Hudson Yards, New York NY 10001 (Attn: Seth Van Aalten, Esq. and Robert Winning, Esq.); and (g) all parties that requested notice in these chapter 11 cases under Fed. R. Bankr. P. 2002 so as to be received no later than **May 8, 2019 at 4:00 p.m. (Eastern Time)** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that unless responses are received by the Objection Deadline, the relief may be granted as requested in the Application.

Dated: April 12, 2019

AKERMAN LLP

By: /s/Katherine C. Fackler
Katherine C. Fackler
(Admitted Pro Hac Vice)
Andrea S. Hartley
(Admitted Pro Hac Vice)
Joanne Gelfand
(Admitted in New York)
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
E-Mail: joanne.gelfand@akerman.com

- and -

John E. Mitchell
(Admitted Pro Hac Vice)
Yelena Archiyan
(Admitted in New York)
2001 Ross Avenue, Suite 3600
Dallas, TX 75201
Tel.: (214) 720-4300
Fax: (214) 981-9339
E-Mail: john.mitchell@akerman.com
E-Mail: yelena.archiyan@akerman.com

Counsel for Debtors and Debtors-in-Possession

HEARING DATE AND TIME: May 15, 2019 at 2:00 p.m. (Eastern Time)
OBJECTION DEADLINE DATE AND TIME: May 8, 2019 at 4:00 p.m. (Eastern Time)

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

Andrea S. Hartley (Admitted *Pro Hac Vice*)
 Joanne Gelfand (Admitted in New York)
 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

Counsel to the Debtors and Debtors in Possession

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

In re:	)	Chapter 11
)	
MIAMI METALS I, INC., <i>et al.</i> ¹	)	Case No. 18-13359 (shl)
)	
Debtors.	)	(Jointly Administered)

**SUMMARY SHEET
 FIRST INTERIM APPLICATION OF AKERMAN LLP,
 AS COUNSEL TO THE DEBTORS, FOR ALLOWANCE OF COMPENSATION
 FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
 FOR THE PERIOD NOVEMBER 2, 2018 THROUGH FEBRUARY 28, 2019**

Name of Applicant:	AKERMAN LLP
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Effective Date of Retention:	November 2, 2018

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Miami Metals I, Inc. (f/k/a Republic Metals Refining Corporation), 15 West 47th Street, Suites 206 and 209, New York, NY 10036 (3194); Miami Metals II, Inc. (f/k/a Republic Metals Corporation), 12900 NW 38th Avenue, Miami, FL 33054 (4378); Miami Metals III LLC (f/k/a Republic Carbon Company), 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833); Miami Metals IV LLC (f/k/a J & L Republic LLC), 12900 NW 38th Avenue, Miami, FL 33054 (7604); Miami Metals V LLC (f/k/a R & R Metals, LLC), 12900 NW 38th Avenue, Miami, FL 33054 (7848); Miami Metals VI (f/k/a RMC Diamonds, LLC), 12900 NW 38th Avenue, Miami, FL 33054 (1507); Miami Metals VII (f/k/a RMC2, LLC), 12900 NW 38th Avenue, Miami, FL 33054 (4696); Miami Metals VIII (f/k/a Republic High Tech Metals, LLC), 13001 NW 38 Avenue, Miami, FL 33054 (6102), 12900 NW 38th Avenue, Miami, FL 33054 (1507); 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).

Period for which compensation and reimbursement is sought:	November 2, 2018 through and including February 28, 2019
Total amount of compensation requested for this fee period:	\$2,349,498.50
Amount of compensation already paid pursuant to monthly compensation order, but not yet allowed:	\$1,972,710.00
Total amount of expense reimbursement requested for this fee period:	\$112,328.89
Amount of expense reimbursement already paid pursuant to monthly compensation order, but not yet allowed:	\$112,328.89

This is an: X interim _____ final application

PRIOR MONTHLY FEE STATEMENTS FILED						
Date Filed Docket No.	Period Covered	AMOUNTS REQUESTED		AMOUNTS APPROVED/PENDING APPROVAL		HOLDBACK AMOUNTS
		Fees	Expenses	Fees (80%)	Expenses (100%)	Fees (20%)
12/21/18 (Doc. #355)	11/02/18- 11/30/18	\$512,206.00	\$25,330.68	\$409,764.80	\$25,330.68	\$102,441.20
01/25/19 (Doc #532)	12/01/18- 12/31/18	\$487,738.50	\$30,904.21	\$390,190.80	\$30,904.21	\$97,547.70
02/20/19 (Doc. #654)	01/01/19- 01/31/19	\$709,585.00	\$11,758.89	\$567,668.00	\$11,758.89	\$141,917.00
03/18/19 (Doc #813)	02/01/19 – 02/28/19	\$756,358.00	\$44,335.11	\$605,086.40	\$44,335.11	\$151,271.60
TOTALS:		\$2,465,887.50	\$112,328.89	\$1,972,710.00	\$112,328.89	\$493,177.50

HEARING DATE AND TIME: May 15, 2019 at 2:00 p.m. (Eastern Time)
OBJECTION DEADLINE DATE AND TIME: May 8, 2019 at 4:00 p.m. (Eastern Time)

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

Andrea S. Hartley (Admitted *Pro Hac Vice*)
Joanne Gelfand (Admitted in New York)
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

Counsel to the Debtors and Debtors in Possession

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

In re:	)	Chapter 11
)	
MIAMI METALS I, INC., <i>et al.</i> ¹	)	Case No. 18-13359 (shl)
)	
Debtors.	)	(Jointly Administered)
)	

**FIRST INTERIM APPLICATION OF AKERMAN LLP,
AS COUNSEL TO THE DEBTORS, FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD NOVEMBER 2, 2018 THROUGH FEBRUARY 28, 2019**

**TO THE HONORABLE SEAN H. LANE,
UNITED STATES BANKRUPTCY JUDGE:**

Akerman LLP ("Akerman"), as counsel to Miami Metals I, Inc., together with its subsidiaries and affiliates as debtors and debtors-in-possession (collectively, the "Debtors"),

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Miami Metals I, Inc. (f/k/a Republic Metals Refining Corporation), 15 West 47th Street, Suites 206 and 209, New York, NY 10036 (3194); Miami Metals II, Inc. (f/k/a Republic Metals Corporation), 12900 NW 38th Avenue, Miami, FL 33054 (4378); Miami Metals III LLC (f/k/a Republic Carbon Company), 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833); Miami Metals IV LLC (f/k/a J & L Republic LLC), 12900 NW 38th Avenue, Miami, FL 33054 (7604); Miami Metals V LLC (f/k/a R & R Metals, LLC), 12900 NW 38th Avenue, Miami, FL 33054 (7848); Miami Metals VI (f/k/a RMC Diamonds, LLC), 12900 NW 38th Avenue, Miami, FL 33054 (1507); Miami Metals VII (f/k/a RMC2, LLC), 12900 NW 38th Avenue, Miami, FL 33054 (4696); Miami Metals VIII (f/k/a Republic High Tech Metals, LLC), 13001 NW 38 Avenue, Miami, FL 33054 (6102), 12900 NW 38th Avenue, Miami, FL 33054 (1507); 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).

submits this first interim application (the "Application"), for allowance of professional compensation and reimbursement of expenses incurred, pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases pursuant to General Order M-447 (Jan. 29, 2013) (the "Local Guidelines"), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expense Filed under 11 U.S.C. § 330, dated June 4, 2004, as amended on November 25, 2009 (the "UST Guidelines," and, together with the Local Guidelines, the "Fee Guidelines"), and the *Order Pursuant to 11 U.S.C. §§ 105(a), 330, 331 and 363, Fed. R. Bankr. P. 2016, and Local Rule 2016-1, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 346] (the "Interim Compensation Order"), in connection with Akerman's representation of the Debtors in the above-captioned chapter 11 cases (the "Chapter 11 Cases") during the period November 2, 2018 through and including February 28, 2019 (the "First Interim Compensation Period"). In support of the Application, Akerman respectfully represents as follows:

BACKGROUND

1. On November 2, 2018, the Debtors filed voluntary petitions for relief under chapter 11 of Title 11 of the Bankruptcy Code, initiating the Chapter 11 Cases. On November 21, 2018, certain additional debtors filed voluntary petitions for relief under the Bankruptcy Code, initiating their Chapter 11 Cases.

2. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to 11 U.S.C. §§ 1107(a) and 1109. On November 19, 2018, the

United States Trustee gave notice of the appointment of an Official Committee of Unsecured Creditors (the "Committee") [ECF No. 113].

3. Additional details regarding these Chapter 11 Cases are available in the Declaration of Scott Avila, as Chief Restructuring Officer (the "CRO"), in Support of Chapter 11 Petitions and First Day Motions [ECF No. 2] and all pleadings filed of record in the Chapter 11 Cases.

4. On December 10, 2018, the Court approved, effective as of the Petition Date, the retention of Akerman as counsel to the Debtors (the "Retention Order") [ECF No. 278]. A copy of the Retention Order is annexed hereto as **Exhibit A**.

PRIOR MONTHLY FEE STATEMENTS FILED

5. On December 21, 2018, the Court entered the Interim Compensation Order. Pursuant to the Interim Compensation Order, retained professionals are authorized, *inter alia*, to submit monthly statements to the Debtors' counsel, counsel to the Official Committee of Unsecured Creditors, counsel to the Debtors' prepetition senior secured lenders (the "Senior Lenders") and the Office of the United States Trustee (collectively the "Notice Parties"), subject to a twenty percent (20%) holdback as to professional fees (the "Holdback").

6. On December 21, 2018, Akerman filed and served the *Monthly Staffing Report as Counsel for the Debtors for Compensation Earned and Expenses Incurred* (a "Monthly Fee Statement") for the period of November 2, 2018 through November 30, 2018 on the Notice Parties [ECF No. 355] requesting payment of eighty percent (80%) of its fees, in the amount of \$409,764.80, and one hundred percent (100%) of its expenses, in the amount of \$25,330.68.

7. On January 25, 2019, Akerman filed and served the Monthly Fee Statement for the period December 1, 2018 through December 31, 2018 on the Notice Parties [ECF No. 532]

requesting eighty percent (80%) of its fees, in the amount of \$390,190.80, and one hundred percent (100%) of its expenses, in the amount of \$30,904.21.

8. On February 20, 2019, Akerman filed and served the Monthly Fee Statement for the period January 1, 2019 through January 31, 2019 on the Notice Parties [ECF No. 654] requesting eighty percent (80%) of its fees, in the amount of \$567,668.00, and one hundred percent (100%) of its expenses, in the amount of \$11,758.89.

9. On March 18, 2019, Akerman filed and served the Monthly Fee Statement for the period February 1, 2019 through February 28, 2019 on the Notice Parties [ECF No. 813] requesting eighty percent (80%) of its fees, in the amount of \$605,086.40, and one hundred percent (100%) of its expenses, in the amount of \$44,335.11.

10. There were no objections to any of the Monthly Fee Statements.

11. As of the filing of this Application, Akerman has received payments totaling \$1,972,710.00 in fees and \$112,328.89 in expenses.²

12. The following Exhibits are attached in support of the Application, and are fully incorporated herein for all purposes:

EXHIBIT	DESCRIPTION
A	Retention Order
B	Summary of Fees by Professional and by Task Category
C	Summary of Expenses by Category
D	Time Detail
E	Certification

JURISDICTION AND VENUE

13. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the

² Akerman applied its pre-petition retainer of \$341,417.62, such that fees actually received total \$1,631,292.38.

Court pursuant to 28 U.S.C. §§ 1408 and 1409.

RELIEF REQUESTED

14. By this Application, Akerman seeks an Order pursuant to sections 330 and 331 of the Bankruptcy Code, awarding Akerman, on an interim basis, compensation for professional services rendered as Debtors' counsel in the amount of \$2,349,498.50 and reimbursement of customary and necessary out-of-pocket expenses in the amount of \$112,328.89, for a total award of \$2,461,827.39.

15. The Monthly Statements submitted by Akerman are subject to the twenty percent (20%) Holdback, as provided for in the Interim Compensation Order. The aggregate amount of the Holdback during the First Interim Compensation Period is \$376,788.50 (the "First Interim Holdback"). Akerman respectfully requests the Court allow the First Interim Holdback, on an interim basis, pursuant to sections 330 and 331 of the Bankruptcy Code, and authorize the Debtors to pay Akerman the First Interim Holdback.

16. A summary of the total amount of time spent by each Akerman attorney and paraprofessional for this case during the First Interim Compensation Period is attached hereto and incorporated herein as **Exhibit B**.

17. A summary of Akerman's expenses incurred during the First Interim Compensation Period, broken down by category, is attached hereto and incorporated herein as **Exhibit C**.

18. Akerman's contemporaneous time records and expense records for the First Interim Compensation Period, from which the summaries described below were prepared, are referenced in **Exhibit D**.

**SUMMARY OF SERVICES PERFORMED BY
AKERMAN DURING THE FIRST INTERIM COMPENSATION PERIOD**

19. Akerman performed significant legal services on behalf of the Debtors as further detailed below. This summary is intended only to highlight the services that Akerman rendered to the Debtors and is not meant to provide a detailed description of all such services.

20. A description of the Debtors' pre-petition businesses and their capital structure is set forth in the Declaration of Scott Avila, as Chief Restructuring Officer in Support of Chapter 11 Petitions and First Day Motions [ECF No. 2].

21. Since the Petition Date, the Debtors have operated as debtors in possession pursuant to the Bankruptcy Code. The Debtors and their professionals have successfully preserved the Debtors' assets pursuant to the Bankruptcy Code and under the supervision of this Court, and recently facilitated a sale of substantially all of the Debtors' assets, as set forth in more detail below. The Debtors are now undertaking the complex task of resolving claims to estate property.

First Day Motions

22. Akerman assisted the Debtors in making a smooth transition into operating as debtors and debtors in possession under chapter 11 of the Bankruptcy Code. This required Akerman to negotiate and obtain approval of various operational and procedural orders to ensure the Debtors' ability to operate their businesses, investigate a sale of their assets, and conduct these cases efficiently within the confines of chapter 11.

23. Akerman, on behalf of the Debtors, prepared and filed a motion seeking authorization from the Court for the Debtors to use cash collateral, granting the Senior Lenders adequate protection as a result of the Debtors' use of certain prepetition collateral, modifying the automatic stay, and granting related relief to facilitate the Debtors' ability to use cash collateral

on terms acceptable to the Senior Lenders (the "Cash Collateral Motion") [ECF Nos. 10, 78]. The Cash Collateral Motion also sought approval of a 13-week budget to facilitate the Debtors' ability to operate in Chapter 11. Twenty-four (24) objections to the cash collateral motion were filed, resulting in the institution of a uniform procedure among the Debtors, Senior Lenders, and numerous customers to resolve ownership disputes. The Court entered five (5) interim orders on the Cash Collateral Motion at ECF Nos. 54, 277, 373, 538, and 675.

24. Akerman also prepared and filed a motion seeking authorization from the Court for the Debtors to continue to utilize their cash management system during the bankruptcy cases [ECF No. 5]. The Debtors had an established cash management system they utilized to collect, manage, and disburse funds used in the Debtors' operations in the ordinary course of business. The Court granted the motion on December 4, 2018 [ECF No. 241].

25. Akerman, on behalf of the Debtors, filed a motion seeking additional time for the Debtors to compile and complete their schedules [ECF No. 9]. The Debtors had begun compiling the information required to complete their Schedules and Statements, but because of the complexity of the Debtors' business operations, coupled with the limited time and resources available, the Debtors could not finish gathering such information without an extension. The Court granted the motion on November 8, 2018 [ECF No. 51].

26. Akerman, on behalf of the Debtors, filed a motion for authority for the Debtors to (a) pay pre-petition wages and other compensation, employee business expense allowances and reimbursements, employee benefits, and (b) continue existing employee benefit plans and programs, (i) for banks and other financial institutions to receive, process, honor, and pay all checks and electronic payment requests relating to the foregoing, and (ii) continue the Debtors' discretionary employee incentive programs [ECF No. 6]. Without this relief, the Debtors risked

damaging losses of personnel who were central to the Debtors' operations. The Court granted the motion on December 4, 2018 [ECF No. 242].

27. Akerman, on behalf of the Debtors, prepared a motion seeking authority to pay certain taxes in the ordinary course of business [ECF No. 7]. The Court granted that motion on December 4, 2018 [ECF No. 244].

28. Additionally, Akerman prepared and filed a motion to determine that utility providers were provided with adequate assurance of payment, approve proposed adequate assurance procedures, prohibit utility providers from altering, refusing, or discontinuing utility services, and determine that the Debtors were not required to provide any additional assurance [ECF No. 8]. The Court granted the motion on December 4, 2018 [ECF No. 240].

29. Akerman, for the Debtors, filed a motion seeking authority for the Debtors to maintain their insurance policies to protect the Debtors, their assets, and their personnel against various risks that could have arisen in the course of the Debtors' business [ECF No. 14]. The Court granted that motion on November 8, 2018 [ECF No. 52].

30. On November 8, 2018, Akerman filed an Application to Employ Akerman LLP as Counsel for the Debtors *Nunc Pro Tunc* to Petition Date [ECF No. 59] and the Court approved that Application at ECF No. 278. Akerman worked with the Debtors to prepare and file Applications to retain other professionals whose services were deemed critical to the Debtors' bankruptcy cases. Included among these retentions were applications for Donlin, Recano & Company, Inc. as Claims and Noticing Agent for the Debtors [ECF Nos. 11, 24, 29, 50]; Paladin Management Group, LLC as financial advisors for the Debtors, and Scott Avila as Chief Restructuring Officer [ECF Nos. 58, 245]; and SSG Advisors, LLC as investment banker [ECF Nos. 60, 90, 149, 246].

31. Akerman also prepared and filed a motion to establish procedures for interim compensation and reimbursement of expenses for those estate professionals [ECF Nos. 87, 346].

32. Finally, during the First Interim Application Period, Akerman prepared and filed a motion for authority to employ the Debtors' ordinary course professionals [ECF No. 151], which the Court granted [ECF No. 348].

33. Finally, Akerman prepared and filed several administrative motions to enable the efficient administration of the chapter 11 Cases. First, Akerman drafted and filed a motion asking the Court to jointly administer the Debtors' bankruptcy estates, the aim of which was to reduce costs and improve efficiency in administration of the related chapter 11 cases [ECF Nos. 3]. The Court granted the motion on December 4, 2018 [ECF Nos. 44]. Next, Akerman prepared a motion to approve and authorize the Debtors to prepare a list of creditors in lieu of submitting a formatted mailing matrix and file a consolidated list of the Debtors' (30) largest unsecured creditors, as well as to approve the form and manner of notifying creditors of the commencement of these chapter 11 cases [ECF Nos. 4, 45]. Finally, Akerman filed a motion seeking authority to prepare and serve the notice of commencement of the bankruptcy cases, as well as to approve the form of notice proposed in the motion [ECF Nos. 13, 49].

The 363 Sale to Asahi

34. Prior to the bankruptcy filing, Akerman assisted the Debtors in exploring their options for selling or recapitalizing the business. When those options did not come to fruition, after the Petition Date, Akerman continued to assist the Debtors in exploring similar strategic options. With the assistance of Akerman and their other advisors and professionals, and considering the Debtors' financing constraints and the current market environment, the Debtors determined that an asset sale pursuant to a Court-approved process would provide the Debtors

with the best opportunity to maximize value of their estates.

35. Akerman, in consultation with the Debtors and their other advisors and professionals, assisted the Debtors in marketing their assets and developing a procedure for their sale.

36. On December 21, 2018, Akerman, on behalf of the Debtors, filed a Motion for Order (i) Authorizing and Approving Procedures for the Sale of the Debtors' Assets; (ii) Scheduling a Sale Hearing; (iii) Approving Procedures for Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with the Sale; (iv) Approving Sale of Property Free and Clear of Interest; and (v) Approving Form of Notice of Sale (the "Sale Motion") [ECF No. 358].

37. Through the Sale Motion, Akerman, on behalf of the Debtors, proposed Bid Procedures (as defined in the Sale Motion), whereby the Debtors and their professionals would determine whether any person was eligible to bid, coordinate the efforts of those potential bidders in conducting their respective due diligence investigations regarding the Debtors' assets, receive offers from bidders deemed qualified, and negotiate any offer made to purchase the Debtors' assets.

38. Akerman extensively negotiated the provisions of the Bid Procedures with the Senior Lenders and the Committee to arrive at procedures acceptable to all major constituents in the Chapter Case, including obtaining the subsequent agreement of the Senior Lenders and the Committee to the designation of Valcambi SA ("Valcambi") as the stalking horse bidder.

39. On January 8, 2019, Akerman on behalf of the Debtors filed a Notice of Selection of Stalking Horse Bidder [ECF No. 380], designating Valcambi as the stalking horse bidder with a bid of \$16,000,000 (the "Stalking Horse Bid").

40. Also on January 8, 2019, following significant negotiations with Valcambi, the Senior Lenders, and the Committee as to the form of order and the form and contents of the related Asset Purchase Agreement, Akerman on behalf of the Debtors filed a Notice of Revised Bid Procedures Order and Addenda Thereto, and Blackline Order [ECF No. 381].

41. Following a hearing on January 9, 2019 during which the Bankruptcy Court approved the Bid Procedures, on January 11, 2019, the Bankruptcy Court entered an Order, *inter alia*, approving the Bid Procedures (the "Bid Procedures Order") [ECF No. 399].

42. In accordance with the Bid Procedures Order, Akerman, on behalf of the Debtors and in consultation with the Debtors' other professionals and advisors, engaged in the marketing and bidding process.

43. For its part of the Bid Procedures process, among many other things, Akerman assisted in providing information and documents responsive to interested bidder inquiries; coordinated with governmental authorities with regard to bidder environmental and other permit applications; researched and analyzed the status of liens and encumbrances on Debtor-owned and leased real properties; prepared deeds and other transfer documents for those real properties; negotiated and prepared asset purchase agreements and other sale-related documents with multiple bidders; and prepared for the auction in Akerman's New York office.

44. On January 31, 2019, Akerman, in consultation with the Debtors, their other professionals and advisors, conducted an auction at Akerman's New York office (the "Auction"). The Auction lasted several hours and included five (5) bidders.

45. There were twenty-eight (28) rounds of bidding at the Auction, and Asahi Holdings Corp. ("Asahi") ultimately prevailed with a high bid of \$25,500,000 (the "Winning Bid").

46. The Winning Bid was \$9,500,000 more than the Stalking Horse Bid.

47. On February 13, 2019, following a hearing during which Akerman, on behalf of the Debtors, presented evidence and argument in support of the proposed sale to Asahi (the "Asahi Sale"), the Bankruptcy Court approved the Asahi Sale on a final basis.

48. On February 21, 2019, the Bankruptcy Court entered an Order (a) Approving Sale of Substantially All of Debtors' Assets "Free and Clear" of All Liens, Claims, Encumbrances, and Other Interests, (b) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases, and (c) Granting Related Relief (the "Final Sale Order") [ECF No. 658].

49. Following entry of the Final Sale Order, and over the course of several weeks, Akerman on behalf of the Debtors engaged in protracted, somewhat contentious negotiations with Asahi's counsel with respect to the form and terms of documents related to the Asset Purchase Agreement. Those negotiations required the involvement of Akerman lawyers from multiple practice groups, including corporate, real estate, environmental, government regulations, international trade, and bankruptcy.

50. Akerman coordinated with local government agencies to assist Asahi in obtaining environmental and other permits necessary for operations.

51. Akerman also facilitated extensive negotiations between Asahi's counsel and counsel to the Rubin family, with respect to the form and terms of three leases of real property owned by the Rubin family.

52. Although it falls outside the First Interim Compensation Period, notably on March 7, 2019, Akerman on behalf of the Debtors closed the Asahi Sale for \$25,500,000.

Customer Ownership Disputes

53. At the outset of these Chapter 11 Cases it became apparent they present unique

and complex issues concerning multiple competing interests in ownership of assets. Dozens of customers appeared at hearings on the Debtors' motion to permit use of cash collateral, objecting to the motion and claiming an ownership interest in the Debtors' inventory including raw precious metals, minted product (some prepaid) and carbons. Akerman fielded hundreds of calls during the First Interim Application Period from customers and counsel inquiring as to the status of their claimed property. In responding, Akerman coordinated with the Debtors and many emails were exchanged with customers and the Debtors.

54. The abundant customer objections to the Debtors' use of cash collateral prompted dialogue at status conferences concerning the implementation of a uniform procedure to resolve ownership disputes and avoid fifty plus adversary proceedings.¹ The concept of dividing issues into buckets was discussed.

55. Together with the Senior Lenders, Akerman prepared an initial draft of a Uniform Procedures Order for resolving the objections to the cash collateral motion. After exchanging several drafts and conferring over the course of several weeks and meeting in person at Akerman's New York office, the Debtors, Senior Lenders and the *ad hoc* customer group negotiated the terms of the final Customer Procedures Order entered on January 11, 2019 [ECF No. 395].²

56. During the First Interim Application Period and pursuant to the Uniform Procedures Order, over fifty (50) customers filed Customer Statements setting forth their competing claims in assets the Debtors contended belong to their bankruptcy estates. Customer

¹ Cornerstone Asset is the only customer that filed an adversary proceeding, which was resolved with Court approval.

² The *ad hoc* customer group was formed by the customers notwithstanding the appointment of an official committee of unsecured creditors. The *ad hoc* group is taking the lead on customer ownership issues and acts as an unofficial steering committee.

Statements asserted ownership claims totaling more than \$100 million.

57. Akerman reviewed each of the Customer Statements and categorized them according to, *inter alia*, the type of contract relied upon, legal basis for the claims asserted, amount in dispute, and choice of law. Pursuant to the Uniform Procedures Order, Akerman prepared and filed its omnibus response to the Customer Statements on February 20, 2019 consisting of a 33-page brief and schedules [ECF No. 648].

58. The response is a critical document in this case and sets the stage for dividing the customers and issues into buckets for consideration by the Court, including identifying legal issues for resolution at the hearing dates reserved for customer disputes in the summer of 2019. Akerman conducted significant research in connection with the Debtors' response, including the laws of bailment in both New York and Florida, various provisions of the Uniform Commercial Code, constructive trust, and choice of law.

59. Akerman also utilized paralegal time to digest the customer information into work product internal spreadsheets used by Akerman in analyzing the claims and drafting the response.

60. The Uniform Procedures Order required initial discovery consisting of a document production by all the parties. As of February 28, 2019, the Debtors assembled and uploaded all responsive documents in their possession. This was a substantial undertaking requiring that the Debtors establish a relationship with a discovery vendor, familiarize itself with the Debtors' software, confer with customers concerning protocols, obtain non-disclosure agreements, set up a discovery room and files for each of the customers, searched and review documents and prepared for production of documents. The discovery is ongoing and time consuming.

61. Dealing with the customer disputes, including the obligations to file a response to the customer statements and the discovery, was a major task during the First Interim Application Period and is ongoing. Akerman has strived at all times to timely respond to the truckload of customer inquiries and to implement and follow the procedures designed to streamline the customer disputes.

Settlements with Customers

62. During the First Interim Application Period, Akerman represented the Debtors in settlement negotiations with many customers, resulting in settlements with seventeen (17) customers, including carbon customers who are not part of the Uniform Customer Procedures.³

63. A handful of the settlements are evidenced by a separate and individual settlement agreement prepared by Akerman.⁴ In the interests of efficiency and reducing administrative expenses, the majority of the settlements are evidenced by the terms contained in a 9019 settlement motion and approval order.

³ The settlements resulted in the resolution of the following customer claims:

- Cornerstone Asset Metals, LLC, [ECF No. 324].
- Cornerstone Capital Inv., Inc.
- GMR Gold Inc. [ECF No. 681].
- Scotsman Coin & Jewelry, Inc. [ECF No. 681].
- N.C.F. Florida Corp. [ECF No. 681].
- Texas Precious Metals LLC [ECF No. 681].
- Alamos Gold Inc. [ECF No. 627].
- MK Management Group, LLC [ECF No.695].
- My Gold Ltd. [ECF No.695].
- Pyropure Inc., d/b/a Pyromet [ECF No.695].
- Marigold Mining Co. [ECF No.695].
- Desarrollos Mineros San Luis S.A. de C.V. [ECF No. 712].
- USGB LLC [ECF No. 692 Pending Court Approval].*
- Israel Coins and Medals Corp. Ltd. [ECF No. 692 Pending Court Approval]. *
- Bayside Metal Exchange [ECF No. 692 Pending Court Approval]. *
- Vancouver Gold Buyer [ECF No. 692 Pending Court Approval]. *
- Prince & Izant Co. [ECF No. 692 Pending Court Approval]. *
- APMEX, Inc [ECF No. 692 Pending Court Approval]. *
- Wharf Resources (U.S.A.) [ECF No. 632 Pending Court Approval]. *

⁴ The settlements required the consent of the Senior Lenders and they participated in the process, including preparing the initial individual draft settlement agreement.

64. As a result of the settlements, twelve (12) Customers agreed to withdraw or reduce their statements, which will result in a substantial benefit to the Debtors and their estates.

65. Akerman performed the following services relating to the settlements: *i*) coordinated with the Debtors, Senior Lenders, settling parties, and any objecting creditors as to settlement terms, the 9019 motion and hearings, proposed orders and consummation of the settlements, *ii*) drafted and filed the 9019 motions (including three omnibus motions), declarations in support of settlements, settlement agreements, proposed orders, amendments and supplements, and *iii*) prepared for and attended the hearings on the 9019 motions.

66. Akerman also prepared proffers and a witness to testify in support of the settlements, including as to the sound exercise of the Debtors' business judgment. The Court approved all of the settlements presented by the Debtors.⁵

67. Most of the settlements related to customers claiming they prepaid for goods. The settlements with the prepaids have paved the way for more prepaid settlements by freeing up segregated prepaid proceeds for these settlements. The prepaid bucket of customers has been significantly reduced through the settlements.

68. The settlements include all of the carbons, eliminating the entire bucket of carbon customers.

Reclamation Demands

69. Approximately forty-six (46) customers served reclamation demands on the Debtors. Akerman fielded numerous inquiries at the outset of the cases concerning the reclamation demands and many emails and calls were exchanged with the customers and Debtors. Akerman drafted and obtained approval of an omnibus objection procedure to deal

⁵ The hearings on approval of the settlements marked with a * *supra* note 3, occurred after the expiration of the Application Period.

with reclamation demands [ECF No. 622]. Pursuant to the uniform reclamation procedures, Akerman filed an omnibus objection to all reclamation claims resulting in the elimination of about twenty-five (25) reclamation demands [ECF No. 640].

Committee 2004 Exam and Related Discovery

70. Upon the Committee being appointed and retaining counsel, counsel for the Committee contacted Akerman to immediately begin a multi-faceted discovery process pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure ("2004"). *See* ECF Nos. 306, 353.

71. At the outset, in December of 2018, the Debtors worked cooperatively with counsel for the Committee in arranging for them to conduct multiple initial interviews of key personnel at Debtors' facility in Miami. Additional in person and telephonic interviews continued throughout January and February of 2019. Akerman facilitated and attended each interview on behalf of the Debtors.

72. As part of the interviews, the Committee was able to investigate how the Debtors maintained and stored their books and records, which assisted the Committee in their ongoing discovery efforts. This eased the process for Akerman and the Committee to work together on developing a streamlined approach to producing Debtors' paper and electronic books and records subject to the 2004.

73. Akerman, on behalf of the Debtors undertook a rolling production of Debtors' documents, which were maintained in paper format in multiple locations. This production is ongoing.

74. To efficiently and properly collect Debtors' electronic data subject to the 2004, Akerman retained and utilized, on behalf of the Debtors, the services of Page One, LLC ("PageOne"). PageOne is a vendor that provides forensic and electronic discovery support.

75. In the ordinary course of their business, the Debtors used a financial software program called NaVision. Akerman, with the assistance of PageOne, provided the Committee's counsel and professionals access to a read-only version of NaVision. Because the Committee and its professionals were unfamiliar with NaVision, Akerman coordinated meetings between the Committee and the Debtors' information technology ("IT") employees who were responsible for updating and supporting the Debtors' computer system, including NaVision, to facilitate their understanding of the Debtors' computer system and main software.

76. Early on in the 2004 process and at the request of the Committee, Akerman preserved and collected certain key e-mail accounts and documents of the Debtors and their representatives. In total, Akerman collected over two million documents.¹ The Committee's counsel and Akerman began a systematic approach to producing these electronic documents on a rolling basis. Due to the high volume of e-mails collected and that the collection spans more than four (4) years, the production process is ongoing. As of the date of this Application, Akerman, on behalf of the Debtors, has produced more than one million documents to the Committee.

77. In connection with the 2004, Akerman has also taken substantial efforts to preserve the Debtors' books and records in light of the sale of Debtors' business (as discussed above). Akerman worked closely with PageOne and other vendors in responding to the Committee's request for preservation of multiple years of the Debtors' books and records in both

¹ As further described herein, Akerman engaged in additional collection efforts, which greatly increased the number of documents preserved and collected.

paper and electronic format.

78. Akerman also assisted the Committee in attempting to obtain documents in possession of the Debtors' accountant, Maria Machado. These inquiries necessitated additional steps and more formal demands by Akerman.

Debtor RTMM

79. Republic Trans Mexico Metals, or "RTMM," is the Debtors' Mexican subsidiary. RTMM ceased operations as of the Petition Date.

80. Akerman, on behalf of the Debtors, engaged Mexican counsel, the law firm of Basham, Ringe y Correa, S.C. ("Basham"), pursuant to the Order Authorizing Debtors' Retention and Compensation of Professionals Utilized by the Debtors in the Ordinary Course of Business [ECF No. 348], to assist Akerman with issues specific to RTMM and Mexican law.

81. Akerman's services with respect to RTMM have included a variety of issues, including analysis of and responding to/defending against customer claims and prosecutions, addressing lease-related concerns, general creditor claims, and sale inquiries, and preparation for a likely wind down and dissolution of RTMM.

82. Specifically, Akerman, on behalf of RTMM, negotiated the resolution of product-related claims and allegations of a potential criminal prosecution against RTMM in Mexico by customer Fundacion Rafael Donde, I.A.P. ("Donde") in the Bankruptcy Cases [ECF No. 398].

83. Akerman also negotiated product-related settlement guidelines applicable to other Mexican customers [ECF No. 371] and assisted Basham in obtaining the settlement and dismissal of the criminal prosecution of a Debtor representative in Mexico by customer EZ Pawn.

84. Akerman also obtained Bankruptcy Court authority to reimburse that Debtor

representative for attorneys' fees he incurred in personally defending EZ Pawn's criminal prosecution. *See* ECF No. 537.

85. Throughout the First Interim Application Period, Akerman worked with Basham and the Debtors to evaluate RTMM's obligations to its landlord, as well as obligations to its employees in the event of their termination.

86. Akerman coordinated with Paladin and the Debtors to provide information about RTMM to potential buyers of the Debtors during the 363 sale process described above.

87. Akerman reviewed and analyzed RTMM's obligations and worked with Paladin to determine the best path forward for RTMM in light of those obligations.

PROJECT SUMMARY AND SERVICES RENDERED BY AKERMAN

88. A summary of Compensation Requested by Project Category, as required by the UST Guidelines, which sets for the hours and fees billed for each project category listed below, is attached hereto as **Exhibit B**.

(a) **B110-Case Administration**. This category is the “catch-all” for coordination and compliance activities not covered in another category. Among other things, this category includes numerous coordination and compliance matters, including preparation of statements of financial affairs and schedules; preparation of documents for the United States Trustee such as interim statements and operating reports; contacts with the United States Trustee; the initial debtor interview and meeting of creditors with the United States Trustee; addressing general creditor inquiries, and multi-task conferences, both internal and with the Debtors. Akerman has expended 235.00 hours, totaling \$118,022.50, in this category.

(b) **B120-Asset Analysis and Recovery**. This category includes the identification and review of potential assets including causes of action and non-litigation

recoveries, which primarily includes the Asahi Sale. Akerman has expended 450.50 hours, totaling \$234,161.50 in this category.

(c) **B130-Asset Disposition**. This category includes work on the Asahi Sale, disposition of other smaller assets, and other transaction work related to asset disposition, as described above. Time worked for solicitation of bids, analysis of value, conducting the auction, and closing the sale is included in task codes B120 and B130 as worked transformed from analyzing assets to disposing of assets through an orderly sale process. Akerman has expended 783.60 hours, totaling \$495,174.50 in this category.

(d) **B140-Relief from Stay/Adequate Protection Proceedings**. This category includes work on matters relating to termination or continuation of the automatic stay under 362 and motions for adequate protection. Akerman has expended 7.70 hours, totaling \$4,449.50 in this category.

(e) **B150-Meetings of and Communications with Creditors**. This category includes preparing for and attending the committee formation meeting, the 341(a) meeting and other creditors' committee meetings, and significant discussions with the Creditors Committee, the Senior Lenders, and the large number of customers involved in these Cases, as described above and further in Akerman's time records. Akerman has expended 74.30 hours, totaling \$50,563.50 in this category.

(f) **B160-Fee/Employment Applications**. This category includes preparation of employment applications for Akerman, Paladin, SSG, Donlin, and certain "ordinary course" professionals; motions to establish interim procedures for compensation of those professionals; preparation of budgets and staffing plans; and related work. Akerman has expended 109.60 hours, totaling \$49,631.00 in this category.

(g) **B180-Avoidance Action Analysis.** This category includes analysis of potential avoidance claims under Chapter 5 of the Bankruptcy Code and relevant state law provisions. Akerman has expended 2.30 hours, totaling \$1,586.00 in this category.

(h) **B185-Assumption/Rejection of Leases and Contracts.** This category includes analysis of leases and executory contracts and preparation of motions specifically to assume or reject, lease negotiations, and related activity and advice to the Debtors. Akerman has expended 51.90 hours, totaling \$19,093.00 in this category.

(i) **B190-Other Contested Matters** (excluding assumption/rejection motions). This category includes analysis and preparation of all other motions, opposition to motions and reply memoranda in support of motions. Akerman has expended 164.90 hours, totaling \$73,800.50 in this category.

(j) **B195-Non-Working Travel.** This category includes time for non-working travel. Time in this category is discounted at fifty percent (50%) of the professional's normal rate. Akerman has expended 383.70 hours, totaling \$116,389.00 in this category.

(k) **B210-Business Operations.** This category includes work on issues related to debtor-in-possession operations in chapter 11 such as employee, vendor, and customer issues from the business side (as opposed to the legal side, which fall into other categories) and other related matters. Akerman has expended 98.60 hours, totaling \$56,110.00 in this category.

(l) **B220-Employee Benefits/Pensions.** This category includes reviewing, analyzing, and addressing issues such as severance, retention, 401K coverage, other human resources-related issues, and continuance of pension plan. Akerman has expended 23.70 hours, totaling \$9,450.00 in this category.

(m) **B230-Financing/Cash Collections**. This category includes negotiations, communications, drafting, preparing for and attending cash collateral hearings, and other work on matters under 11 U.S.C. §§ 361, 363, and 364, including cash collateral and secured claims and loan document analysis, all of which are described in more detail above. Akerman has expended 175.70 hours, totaling \$110,791.50 in this category.

(n) **B240-Tax Issues**. This category includes analysis and advice regarding tax-related issues, including tax implications in the sale of the Debtors' assets, including tax provisions of the APA, transfer taxes, and loss carry-forwards. Akerman has expended 16.30 hours, totaling \$9,216.50 in this category.

(o) **B250-Real Estate**. This category includes work on review and analysis of real estate-related matters, including provisions of the various asset purchase agreements, Rubin family and third party leases, leases with each of Asahi and the stalking horse bidder, and related transfer documents. Akerman has expended 297.10 hours, totaling \$167,273.50 in this category.

(p) **B260-Board of Directors**. This category includes communications with, meetings of, drafting of documents related to, and general advice given to, the Debtors' Board of Directors. Akerman has expended 6.00 hours, totaling \$3,937.50 in this category.

(q) **B310-Claims Administration and Objections**. This category includes work on specific claim inquiries, bar date motions, analyses, objections, and allowances of claims. Akerman has expended 263.70 hours, totaling \$123,214.50 in this category.

(r) **B320-Plan and Disclosure Statement (including Business Plan)**. This category includes work on formulation, presentation, and confirmation of plans of reorganization; compliance with the plan confirmation order, related orders and rules;

disbursement and case closing activities, except those related to the allowance and objections to allowance of claims. Akerman has expended 2.90 hours, totaling \$1,205.00 in this category.

(s) **B410-General Bankruptcy Advice/Opinions.** This category includes providing advice and opinion on general bankruptcy issues on matter not already dealt with above. Akerman has expended 52.70 hours, totaling \$25,937.50 in this category.

(t) **B600-Investigations.** This category includes other investigations and resolution of the same. Akerman has expended 92.30 hours, totaling \$60,603.00 in this category.

(u) **B610 – UCC Investigation / 2004 Exam.** This category includes review, analysis, and response to the massive 2004 Exam request from the Committee with respect to documents and information, as well as attending multiple interviews of Debtor representatives and third parties by the Committee. Akerman has expended 328.00 hours, totaling \$159,155.00 in this category.

(v) **B700-Environmental.** This category includes providing advice on environmental obligations and other issues of the Debtors, including review and transfer of permits, compliance with various regulations, and addressing environmental concerns in connection with the 363 Sale described above. Akerman has expended 129.00 hours, totaling \$64,066.00 in this category.

(w) **B710-Mexico/RTMM.** This category includes providing advice on significant issues related to the assets, employees, obligations, customer demands (both civil and criminal) and potential wind-down of Debtor RTMM, including coordinating and consulting with Mexican co-counsel on the same. Akerman has expended 159.50 hours, totaling \$92,581.50 in this category.

(x) **B720-Ownership Disputes.** This category includes litigation over disputes by and among the Debtors, customers, and Senior Lenders as to ownership of metals and priority of liens in those metals. Akerman has expended 455.70 hours, totaling \$215,914.00 in this category.

(y) **B730-Reclamation Claims.** This category includes review and analysis of all filed Reclamation Claims, preparation and filing of objections to those Reclamation Claims, and prosecution and/or settlement of any objections. Akerman has expended 168.50 hours, totaling \$82,749.50 in this category.²

(z) **B800-Adv. 18-1771 (Cornerstone).** This category includes litigation and settlement of the adversary proceeding filed against the Debtors and Senior Lenders by Cornerstone Asset Metals, LLC, for a declaratory judgment and to determine the extent and priority of certain liens. Akerman expended 8.20 hours, totaling \$4,422.50 in this category.

REQUEST FOR INTERIM COMPENSATION

89. Section 331 of the Bankruptcy Code provides for compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a Court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered [and] reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to [a] professional person, the court shall consider the

² Work performed by Akerman attorneys on customer-related ownership disputes and claims to property of the estate overlaps in categories B310- Claims Administration, B720- Ownership Disputes, and B730- Reclamation Claims.

nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Id. § 330(a)(3).

90. Akerman respectfully submits that the professional services rendered for and on behalf of the Debtors were necessary and reasonable, and serve to preserve and maximize value for the benefit of the Debtors' estates. The compensation requested herein is extremely reasonable in light of the nature, extent, and value of the services rendered to the Debtors.

91. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, and tasks involved. The fees sought by Akerman in this Application are commensurate with fees awarded to Akerman in other cases and the fees charged by comparable law firms. *See In re First Colonial Corporation of America*, 544 F.2d 1291 (5th Cir. 1977), *reh'g denied*, 547 F.2d 573, *cert. denied*, 431 U.S. 904 (1977).

92. Further, Akerman assigned the work performed in this case to attorneys and paraprofessionals having the experience and specialization to perform the services required

efficiently and properly. The attorneys and paraprofessionals providing the services for which compensation is sought, specialize in the fields of debtor and creditor rights, bankruptcy and litigation. Moreover, Akerman, as a general practice, seeks to use the services of paraprofessionals and legal assistants supervised by attorneys whenever appropriate to limit costs and more efficiently utilize the services of attorneys. Akerman has followed this practice with respect to the services rendered to the Debtors. Finally, in rendering services to and on behalf of the Debtors, Akerman took every care to provide the legal services as efficiently as possible and to avoid duplication of services.

93. In sum, the services rendered by Akerman were necessary and beneficial to the Debtors and the Debtors' estates and were performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. Accordingly, approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

ACTUAL AND NECESSARY EXPENSES INCURRED

94. As set forth in **Exhibit C** hereto, in providing professional services during the First Interim Compensation Period, Akerman has incurred costs and expenses in the amount of \$112,328.89. These expenses are reasonable and necessary and were essential to the overall administration of Akerman's representation as counsel to the Debtors in these Cases.

CUSTOMARY AND COMPARABLE COMPENSATION

95. Pursuant to the Fee Guidelines, Akerman hereby represents that it has not increased any professional fee rates during the pendency of these Cases.

96. The blended hourly rate for Akerman's timekeepers on this Application is \$517.35.

97. The blended hourly rate for Akerman's timekeepers on this Application for the previous fiscal year is \$484.65.

98. The blended hourly rate for Akerman's domestic timekeepers firm-wide is \$549.74.

99. Further, pursuant to the Fee Guidelines, Akerman discloses the following blended hourly rates by category of timekeeper:

Title	Year-to-Date
Paralegal	\$220.69
Of Counsel	\$577.85
Associate	\$347.84
Partner	\$581.97
Special Counsel	\$446.00

COMPLIANCE WITH THE FEE GUIDELINES

100. As set forth in the Certification of Katherine Fackler, Esq. annexed hereto as **Exhibit E**, Akerman believes that this Application is in compliance with Fee Guidelines.

101. No prior application has been made to this or any other Court for the relief requested herein for the First Interim Compensation Period, nor has any payment been received by Akerman on account of the legal services rendered in connection therewith, except as set forth herein. In addition, none of the requested fees and expenses are to be shared by Akerman with any other party, nor are these or any other fees and expenses subject to a sharing agreement between Akerman and any third party.

NOTICE

102. Notice of this Application has been provided to the Notice Parties, in accordance with the Interim Compensation Order. In light of the nature of the relief requested, the Debtors

respectfully submit that no further notice is necessary.

NO PRIOR REQUEST

103. Akerman has not previously sought the relief requested herein from this or any other court.

WHEREFORE, Akerman respectfully requests that this Court enter an order:

- (i) approving the allowance, on an interim basis, of compensation for professional services rendered to the Debtors during the First Interim Compensation Period in the amount of \$2,349,498.50, which represents one-hundred percent (100%) of the total compensation for professional services rendered during the First Interim Compensation Period;
- (ii) approving the allowance, on an interim basis, of the actual and necessary expenses incurred in the amount of \$112,328.89 for the First Interim Compensation Period;
- (iii) authorizing and directing the Debtors to pay Akerman the First Interim Holdback in the amount of \$376,788.50; and
- (iv) granting such other and further relief as this Court deems just and proper.

[SIGNATURE PAGE TO FOLLOW]

Dated: April 12, 2019

AKERMAN LLP

By: /s/Katherine C. Fackler
Katherine C. Fackler
(Admitted Pro Hac Vice)
Andrea S. Hartley
(Admitted Pro Hac Vice)
Joanne Gelfand
(Admitted in New York)
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
E-Mail: joanne.gelfand@akerman.com

- and -

John E. Mitchell
(Admitted Pro Hac Vice)
Yelena Archiyan
(Admitted in New York)
2001 Ross Avenue, Suite 3600
Dallas, TX 75201
Tel.: (214) 720-4300
Fax: (214) 981-9339
E-Mail: john.mitchell@akerman.com
E-Mail: yelena.archiyan@akerman.com

Counsel for Debtors and Debtors-in-Possession

EXHIBIT A
RETENTION 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 (shl)
)	
Debtors.	)	(Jointly Administered)

**ORDER APPROVING APPLICATION FOR APPROVAL OF THE
EMPLOYMENT OF AKERMAN LLP AS ATTORNEYS FOR THE DEBTORS**

Upon the Application (the “Application”)² 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”), for entry of an order authorizing the Debtors to employ and retain Akerman LLP as counsel for the Debtors [ECF No. 59] (the “Application”), finds that (i) it has jurisdiction over the matters raised in the Application pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the Application is in the best interests of the Debtors, their estates, and their creditors and relief under Rule 6003 of the Federal Rules of Bankruptcy Procedure and approving employment of Akerman LLP (“Akerman”) as of the Petition Date is necessary to avoid immediate and irreparable harm; (iv) Akerman is a “disinterested person” as that term is defined under Bankruptcy Code section 101(14) as modified by Bankruptcy Code

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), 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 Cuahtémoc, Mexico DF 6000 (2942).

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Application.

section 1107(b); (v) proper and adequate notice of the Application has been given and that no other or further notice is necessary; (vi) all objections to the Application have been resolved by this Order or are overruled in their entirety; and (vii) upon the record herein after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein.

IT IS THEREFORE ORDERED:

1. The Application is GRANTED as set forth herein.
2. Pursuant to section 327(a) of the Bankruptcy Code, the Debtors are authorized to retain Akerman, as bankruptcy counsel, effective as of the Petition Date, in accordance with and on the terms described in the Application, the engagement letter, and this Order, and to perform the services described therein.
3. The requirements of section 329 of the Bankruptcy Code have been satisfied.
4. Akerman shall be compensated upon appropriate application and notice in accordance with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Bankruptcy Rules, including any applicable procedures and orders of this Court.
5. Prior to any rate increases by any professionals employed by Akerman, Akerman will provide, on ten (10) business days, notice of the rate increase to the United States Trustee, and will file such notice with the Court. The United States Trustee retains its rights to object to any rate increase on grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court may review any rate increase pursuant to Section 330 of the Bankruptcy Code.
6. The Fee Structure set forth in the Application is approved.

7. No work performed by Akerman shall be unnecessarily duplicative of work performed by any other counsel retained by the Debtors in the Chapter 11 Cases.

8. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: New York, New York
December 10, 2018

/s/ Sean H. Lane
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

CUMULATIVE SUMMARY OF HOURLY FEES BY PROFESSIONAL AND PARA- PROFESSIONALS FOR THE PERIOD OF NOVEMBER 2, 2018 THROUGH FEBRUARY 28, 2019

NAME OF PROFESSIONAL	TITLE	YEAR ADMITTED	PRACTICE GROUP	TOTAL HOURS	HOURLY RATE*	TOTALS
ARANGO, JACQUELINE M.	PARTNER	01/13/86	BANKRUPTCY & REORGANIZATION	7.50	\$780.00	\$5,850.00
BALASCHAK, SUSAN	PARTNER	01/13/86	BANKRUPTCY & REORGANIZATION	104.10	980.00	102,018.00
BURKETT, MARTIN G.	PARTNER	09/21/95	CORPORATE	98.50	800.00	78,800.00
CHIABOTTI, PETER A.	PARTNER	10/17/02	INTELLECTUAL PROPERTY	2.00	575.00	1,150.00
DENAULT, ALEXANDRE M.	PARTNER	10/01/07	TAX	12.00	525.00	6,300.00
DETZEL, C. MATTHEW	PARTNER	04/18/08	FRAUD & RECOVERY	1.50	465.00	697.50
FACKLER, MARY K.	PARTNER	09/25/09	BANKRUPTCY & REORGANIZATION	547.90	415.00	227,378.50
GEORGE, STEFI N.	PARTNER	10/30/06	TAX	1.40	460.00	644.00
HALE, RUSSELL B.	PARTNER	01/01/80	TAX	0.40	760.00	304.00
HARTLEY, ANDREA S.	PARTNER	10/05/90	BANKRUPTCY & REORGANIZATION	517.00	695.00	359,315.00
KLINE, ARLENE K.	PARTNER	04/17/97	LABOR & EMPLOYMENT	1.80	630.00	1,134.00
LARSON, MICHAEL J.	PARTNER	09/23/09	LITIGATION	68.00	420.00	28,560.00
LICHTSTEIN, JASON S.	PARTNER	11/19/99	REAL ESTATE	58.60	600.00	35,160.00
MANZANARES, ELSA	PARTNER	05/03/02	POLICY	3.00	620.00	1,860.00
MCKEAN, ESTHER A.	PARTNER	10/03/06	BANKRUPTCY & REORGANIZATION	425.90	475.00	202,302.50
MCLAUGHLIN, TERESA M.	PARTNER	10/21/86	REAL ESTATE	211.80	600.00	127,080.00
MITCHELL, JOHN E.	PARTNER	11/01/96	BANKRUPTCY & REORGANIZATION	718.50	670.00	481,395.00
NOWELS, FELICIA L.	PARTNER	10/07/03	POLICY	5.70	550.00	3,135.00
PARHAM, DAVID W.	PARTNER	10/31/81	BANKRUPTCY & REORGANIZATION	5.90	725.00	4,277.50
SALOMON, PETER	PARTNER	01/17/90	TAX	0.40	935.00	374.00
SCHULZ, MICHELLE	PARTNER	11/06/02	POLICY	1.80	690.00	1,242.00
SCHWARTZ, DANIEL W.	PARTNER	10/04/04	CORPORATE	219.90	630.00	138,537.00
SMITH, SARAH C.	PARTNER	10/04/99	REAL ESTATE	0.70	645.00	451.50
SULLIVAN, JR., WILLIAM	PARTNER	12/17/93	TAX	2.20	800.00	1,760.00

NAME OF PROFESSIONAL	TITLE	YEAR ADMITTED	PRACTICE GROUP	TOTAL HOURS	HOURLY RATE*	TOTALS
TOMCZAK, LESLIE MILLER	PARTNER	10/07/97	REAL ESTATE	0.10	660.00	66.00
ZABLOUDIL, SUSANNE	PARTNER	06/02/00	REAL ESTATE	2.10	725.00	1,522.50
GELFAND, JOANNE	OF COUNSEL	11/21/85	BANKRUPTCY & REORGANIZATION	284.10	685.00	194,608.50
BEAULIEU, JOHN R.	SPECIAL COUNSEL	09/25/97	REAL ESTATE	19.70	500.00	9,850.00
AGEE, KENNETH A.	ASSOCIATE	06/01/13	CORPORATE	134.50	520.00	69,940.00
ARCHIYAN, YELENA E.	ASSOCIATE	03/18/13	BANKRUPTCY & REORGANIZATION	276.10	340.00	93,874.00
ASSALINI, SANTIAGO J.	ASSOCIATE	06/22/17	CORPORATE	16.10	495.00	7,969.50
BACHEIKOV, IAN G.	ASSOCIATE	09/26/11	REAL ESTATE	0.50	450.00	225.00
CARLSON, ALYSIA N.	ASSOCIATE	12/01/11	CONSUMER FINANCIAL SERVICES	41.40	300.00	12,420.00
CASAS MEYER, LUIS R.	ASSOCIATE	12/22/11	BANKRUPTCY & REORGANIZATION	271.80	395.00	107,361.00
FORTNEY, ANGELICA C.	ASSOCIATE	05/01/13	TAX	2.10	400.00	840.00
LAWRENCE, SCOTT D.	ASSOCIATE	11/01/13	BANKRUPTCY & REORGANIZATION	72.90	380.00	27,702.00
WALDON, SHAYLA N.	ASSOCIATE	09/24/13	LABOR & EMPLOYMENT	6.40	370.00	2,368.00
WEISS, ELISSA S.	ASSOCIATE	10/02/13	REAL ESTATE	43.20	408.84	17,662.00
SAVAGE, MATTHEW D.	CONSULTANT	N/A	POLICY	2.00	290.00	580.00
BAYSDEN, NELLE J.	PARALEGAL	N/A	LITIGATION	0.30	245.00	73.50
BROOKS-PATTON, JANICE E.	PARALEGAL	N/A	LITIGATION	53.80	210.00	11,298.00
COTLER, CHERYL R.	PARALEGAL	N/A	REAL ESTATE	8.10	300.00	2,430.00
DELPINO, REYKO E.	PARALEGAL	N/A	BANKRUPTCY & REORGANIZATION	209.00	345.00	72,105.00
MEEHAN, JENNIFER S.	PARALEGAL	N/A	BANKRUPTCY & REORGANIZATION	38.10	260.00	9,906.00
MILLER, SUZANNE M.	PARALEGAL	N/A	LITIGATION	41.20	315.00	12,978.00
SAUCHIK, ANNA	PARALEGAL	N/A	LITIGATION	1.00	265.00	265.00
WONG, ROSA	PARALEGAL	N/A	CORPORATE	0.40	295.00	118.00
SUB-TOTAL FEES INCURRED:						\$2,465,887.50
LESS 50% DISCOUNT NON-WORKING TRAVEL:						(\$116,389.00)
TOTAL FEES INCURRED:						\$2,349,498.50
TOTAL HOURS:				4,541.40		
BLENDED HOURLY RATE:					\$517.35	

*Rate reflects blended hourly rate for timekeeper

EXHIBIT B
CUMULATIVE SUMMARY OF TOTAL FEES BY TASK CATEGORY
FOR THE PERIOD OF NOVEMBER 2, 2018 THROUGH FEBRUARY 28, 2019

CATEGORY TASK CODE	TOTAL HOURS	TOTALS FEES
B110 – CASE ADMINISTRATION	235.00	\$118,022.50
B120 – ASSET ANALYSIS AND RECOVERY	450.50	234,161.50
B130 – ASSET DISPOSITION	783.60	495,174.50
B140 – RELIEF FROM STAY/ADEQUATE PROTECTION PROCEEDINGS	7.70	4,449.50
B150 – MEETINGS OF AND COMMUNICATION WITH CREDITORS	74.30	50,563.50
B160 – FEE/EMPLOYMENT APPLICATIONS	109.60	49,631.00
B180 – AVOIDANCE ACTION ANALYSIS	2.30	1,586.00
B185 – ASSUMPTION/REJECTION OF LEASES AND CONTRACTS	51.90	19,093.00
B190 – OTHER CONTESTED MATTERS	164.90	73,800.50
B195 – NON-WORKING TRAVEL	383.70	232,778.00
B210 – BUSINESS OPERATIONS	98.60	56,110.00
B220 – EMPLOYEE BENEFITS/PENSIONS	23.70	9,450.00
B230 – FINANCING/CASH COLLECTIONS	175.70	110,791.50
B240 – TAX ISSUES	16.30	9,216.50
B250 – REAL ESTATE (GENERAL)	297.10	167,273.50
B260 – BOARD OF DIRECTORS	6.00	3,937.50
B310 – CLAIMS ADMINISTRATION AND OBJECTIONS	263.70	123,214.50
B320 - PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)	2.90	1,205.00
B410 – GENERAL BANKRUPTCY ADVICE	52.70	25,937.50
B600 - INVESTIGATIONS	92.30	60,603.00
B610 - UCC INVESTIGATION / 2004 EXAM	328.00	159,155.00
B700 – ENVIRONMENTAL	129.00	64,066.00
B710 – MEXICO/RTMM	159.50	92,851.50
B720 – OWNERSHIP DISPUTES	455.70	215,914.00
B730 – RECLAMATION CLAIMS	168.50	82,749.50
B800 – ADV. 18-1771 (CORNERSTONE)	8.20	4,422.50
SUB-TOTALS:	4,541.40	\$2,465,887.50
LESS 50% DISCOUNT NON-WORKING TRAVEL:		(116,389.00)
TOTALS:		\$2,349,498.50

*Rate reflects blended hourly rate for timekeeper

EXHIBIT “C”

**CUMULATIVE SUMMARY OF EXPENSES BY CATEGORY FOR THE PERIOD
NOVEMBER 2, 2018 THROUGH AND INCLUDING FEBRUARY 28, 2019**

DESCRIPTION	TOTAL
<u>Duplicating:</u> Color Copying/Printing: \$10.00 Photocopy: \$3,707.13 Outside Copying: \$107.50	\$3,824.63
<u>Delivery Service:</u> Fedex: \$477.35 Messenger (local): \$246.79	724.14
<u>Computerized Research:</u> Pacer: \$293.30 Westlaw: \$16,261.50	16,554.80
<u>Travel Expenses:</u>	
Travel Expense: Airfare:	23,999.77
Travel Expense: Hotel	25,756.00
Travel Expense: Parking	1,381.93
Travel Expense: Meals	8,051.54
Travel Expense: (Other – Taxi/Car Service)	4,585.64
Travel Expense: (Internet/WiFi)	519.04
<u>Postage:</u>	15.71
<u>Telephone/Conference Calls:</u> Conferencing: \$259.74 Long Distance Calls: \$22.00	281.74
<u>Court Reporter Fees:</u>	\$1,709.35
<u>Court Fees:</u> Court Call: \$188.00 Filing Fees: \$18,581.00 Court Services: \$353.00	19,122.00
<u>Title/Lien Searches:</u>	4,281.60
<u>eDiscovery Fees:</u> Page One LLC	1,485.24
<u>Miscellaneous/Other Charges:</u>	<u>35.76</u>
TOTALS:	\$112,328.89

EXHIBIT "D"

TIME RECORDS

TIME RECORDS

UPON WRITTEN REQUEST TO:

**KATHERINE C. FACKLER, ESQ.
AKERMAN LLP
98 SOUTHEAST SEVENTH STREET, STE. 1100
MIAMI, FL 33131**

-OR-

**JOHN E. MITCHELL, ESQ.
AKERMAN LLP
2001 ROSS AVENUE, STE. 3600
DALLAS, TX 75201**

**COPIES OF THE TIME RECORDS IN DETAIL HAVE BEEN ATTACHED
TO THE APPLICATION PROVIDED TO THE COURT, THE
COMMITTEE, AND TO THE UNITED STATES TRUSTEE.**

**COPIES WILL ALSO BE MADE AVAILABLE FOR REVIEW AT THE
OFFICES OF AKERMAN LLP OR WILL BE SENT TO ANY
REQUESTING PARTY.**

EXHIBIT “E”
CERTIFICATION

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

Andrea S. Hartley (Admitted *Pro Hac Vice*)
Joanne Gelfand (Admitted in New York)
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

Counsel to the Debtors and Debtors in Possession

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

In re:	)	Chapter 11
)	
MIAMI METALS I, INC., <i>et al.</i> ¹	)	Case No. 18-13359 (shl)
)	
Debtors.	)	(Jointly Administered)
)	

**CERTIFICATION OF KATHERINE C. FACKLER PURSUANT TO FEE
GUIDELINES FOR FEES AND DISBURSEMENTS IN SOUTHERN
DISTRICT OF NEW YORK BANKRUPTCY CASES**

I, Katherine C. Fackler, certify, as follows:

1. I am an attorney duly admitted to practice law in the State of Florida and admitted *pro hac vice* in the above-captioned cases. I am a partner in the law firm of Akerman LLP (“Akerman”). I submit this certification with respect to the First Interim Application for Compensation and Reimbursement of Expenses for the Period from November 2, 2018 through and including February 28, 2019 (the “Application”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Miami Metals I, Inc. (f/k/a Republic Metals Refining Corporation), 15 West 47th Street, Suites 206 and 209, New York, NY 10036 (3194); Miami Metals II, Inc. (f/k/a Republic Metals Corporation), 12900 NW 38th Avenue, Miami, FL 33054 (4378); Miami Metals III LLC (f/k/a Republic Carbon Company), 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833); Miami Metals IV LLC (f/k/a J & L Republic LLC), 12900 NW 38th Avenue, Miami, FL 33054 (7604); Miami Metals V LLC (f/k/a R & R Metals, LLC), 12900 NW 38th Avenue, Miami, FL 33054 (7848); Miami Metals VI (f/k/a RMC Diamonds, LLC), 12900 NW 38th Avenue, Miami, FL 33054 (1507); Miami Metals VII (f/k/a RMC2, LLC), 12900 NW 38th Avenue, Miami, FL 33054 (4696); Miami Metals VIII (f/k/a Republic High Tech Metals, LLC), 13001 NW 38 Avenue, Miami, FL 33054 (6102), 12900 NW 38th Avenue, Miami, FL 33054 (1507); 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).

2. I make this certification in accordance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* pursuant to General Order M-447 (Jan. 29, 2013) (the “Local Guidelines”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330, dated June 4, 2004, as amended on November 25, 2009* (the “UST Guidelines”) and the *Order Pursuant to 11 U.S.C. §§ 105(a), 330, 331 and 363, Fed. R. Bankr. P. 2016, and Local Rule 2016-1, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Doc. No. 346] (the “Interim Compensation Order,” and together with the Local Guidelines, and UST Guidelines, the “Fee Guidelines”).

3. In connection therewith, I hereby certify that:

(a) I have read the Application and, to the best of my knowledge, information and belief, formed after reasonable inquiry, the Application complies with the Fee Guidelines;

(b) To the best of my knowledge, information and belief, formed after reasonable inquiry, the fees and disbursements sought in the Application fall within the Fee Guidelines, except as specifically noted in this certification and/or in the Application;

(c) To the best of my knowledge, information and belief formed after reasonable inquiry, except as set forth in the Application, the fees and disbursements sought are billed at rates in accordance with practices customarily employed by Akerman and generally accepted by Akerman’s clients; and

(d) To the best of my knowledge, information and belief, formed after reasonable inquiry, and except as otherwise stated in the Application, in providing reimbursable services: Akerman does not make a profit on those services; in charging for a particular service, Akerman does not include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment or capital outlay; in seeking reimbursement for services which Akerman justifiably purchased or contracted from a third party, Akerman seeks reimbursement only for the amount paid by Akerman to such vendors.

5. Pursuant to section B(3) of the Local Guidelines, I certify that the Debtors have been provided with a copy of the Application at least fourteen (14) days before the date set by the Court for the hearing on the Application.

Dated: April 12, 2019

/s/Katherine C. Fackler
Katherine C. Fackler