

EXHIBIT 1

**MCELROY, DEUTSCH, MULVANEY
& CARPENTER, LLP**

Gary D. Bressler, Esq.
Nicole Leonard, Esq.
225 Liberty Street, 36th Floor
New York, NY 10281
(T) 212-483-9490; (F) 212-483-9129
gbressler@mdmc-law.com
nleonard@mdmc-law.com
Counsel to Midwest Refineries

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

Chapter 11

REPUBLIC METALS REFINING
CORPORATION, *et al.*,¹

Case No. 18-13359 (SHL)

(Jointly Administered)

Debtors.

**DECLARATION OF CANDICE FRENKEL IN SUPPORT OF MIDWEST
REFINERIES, LLC'S RESPONSE TO THE DEBTORS' FIRST
OMNIBUS OBJECTION TO CLAIMS ASSERTED PURSUANT TO 11 U.S.C.
§503(b)(9) (INCONSISTENT WITH DEBTORS' BOOKS AND RECORDS)**

Candice Frenkel states, under penalty of perjury, that the following is true and correct.

1. My name is Candice Frenkel and my business address is Midwest Refineries, LLC ("Midwest"), 4471 Forest Avenue, Waterford, Michigan 48328.

2. I am a co-owner of Midwest, am authorized on behalf of Midwest to make this declaration, and have personal knowledge of the statements in this declaration. I have been at Midwest since 1989. During that time, I have had many roles, including as a buyer of metals from our suppliers, settling accounts with our suppliers and customers and general accounting services.

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 N.W. 38th Avenue, Miami, FL 33054 (4378), and Re-public Carbon Company, LLC, 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833).

3. Midwest buys gold, silver, platinum, and other precious metals from various sources, including jewelers, goldsmiths, dentists, pawn shops, and other industries and companies that generate precious metal scrap. Midwest sends such precious metals to third parties for purposes of melting, assaying, and refining.

4. Midwest has conducted business with Debtor RMC2 LLC, n/k/a Miami Metals VII, LLC ("RMC2") for many years, beginning in approximately 2010, originally providing gold, silver, and other precious metals for melting, assaying, refining, and then sale.

5. However, during Midwest's course of dealing with RMC2, it was never entirely clear to Midwest whether Debtor Republic Metals Corporation n/k/a Miami Metals II, Inc. ("RMC") was also involved in the melting, assaying, refining, and the sale of Midwest's metals. For example, Midwest received documents with RMC letterhead and with RMC2 letterhead, and in some cases, documents with RMC2 letterhead were stamped with the RMC logo.

6. Beginning in approximately January 2013, Midwest began sending silver to the Debtors for melting, assaying, and refining, to be held in a pool account.

7. In October 2018, I learned for the first time that the Debtors contemplated a sale of their businesses to a third-party.

8. When I inquired with the Debtors directly regarding this contemplated sale, the person that I spoke with went through great lengths to reassure Midwest of the Debtors financial viability as well as the security of Midwest's silver with Debtors.

9. However, after considering this information, on or about October 23, 2018 I requested that the pool account be immediately liquidated, and the proceeds paid to Midwest.

10. Shortly thereafter, I was informed by Kathleen Dehlinger in a telephone call that sale requests would not be processed for another two weeks because the Debtors were conducting an inventory in advance of the pending sale.

11. Upon learning this information, and in that same phone call, I rescinded the sale through Ms. Dehlinger and instructed the Debtors to return all of the silver in the pool account to Midwest.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 6, 2019



Candice Frenkel