

HEARING DATE AND TIME: AUGUST 1, 2019 AT 11:00 A.M. (EASTERN TIME)
OBJECTION DEADLINE DATE AND TIME: JULY 25, 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 DEBTORS' APPLICATION TO EMPLOY AND RETAIN
LIQUIDATOR FOR DEBTOR REPUBLIC TRANS MEXICO METALS, S.R.L.
PURSUANT TO 11 U.S.C. §§ 327 AND 328**

PLEASE TAKE NOTICE that a hearing on the *Debtors' Application to Employ and Retain Liquidator for Debtor Republic Trans Mexico Metals, S.R.L. Pursuant to 11 U.S.C. §§ 327 and 328* (the "**Application**"), will be held on **August 1, 2019 at 11:00 a.m. (prevailing Eastern Time)** in the above-captioned cases, before the Honorable Sean H. Lane, United States

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, LLC), 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); 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 Joyer Edificio Central, Delegación Cuauhtémoc, Mexico DF 6000 (2942).

Bankruptcy Judge, in Room 701 of the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"), One Bowling Green, New York, New York 10004, or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Application (the "**Objections**") must be 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. f/k/a Republic Metals Refining Corporation, (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, if a committee is formed; (g) counsel to any other statutory committee appointed in the Chapter 11 Cases, and (h) all entities that requested notice in these chapter 11 cases under Fed. R. Bankr. P. 2002 so as to be received no later than **July 25, 2019 at 4:00 p.m. (prevailing Eastern Time)** (the "**Objection Deadline**").

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

Dated: July 9, 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: joanne.gelfand@akerman.com
E-Mail: katherine.fackler@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: AUGUST 1, 2019 AT 11:00 A.M. (EASTERN TIME)
OBJECTION DEADLINE DATE AND TIME: JULY 25, 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)
)	
)	

**DEBTORS' APPLICATION TO EMPLOY AND RETAIN
LIQUIDATOR FOR DEBTOR REPUBLIC TRANS MEXICO METALS, S.R.L.
PURSUANT TO 11 U.S.C. §§ 327 AND 328**

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

Miami Metals I, Inc., *et al.*, (collectively the "Debtors") as debtors and debtors-in-possession in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), by and through their undersigned counsel, hereby file this application (the "Application") for entry of an order in

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, LLC), 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); 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 Joyerero Edificio Central, Delegación Cuauhtémoc, Mexico DF 6000 (2942).

the form attached hereto as **Exhibit A** (the "Order"), authorizing the Debtors to employ and retain Carlos Matsui as liquidator (the "Liquidator") for Debtor Republic Trans Mexico Metals, S.R.L. ("RTMM") pursuant to 11 U.S.C. §§ 327 and 328. The Liquidator's Declaration of Disinterestedness will be filed prior to the August 1, 2019 hearing on this Motion (the "Liquidator's Declaration"). In support thereof, the Debtors 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 United States Code (the "Bankruptcy Code"), initiating these Chapter 11 Cases. On November 21, 2018, the Additional Debtors (collectively with the Debtors, the "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 1108. On November 19, 2018, the United States Trustee gave notice of the appointment of an Official Committee of Unsecured Creditors [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* (the "First Day Declaration") [ECF No. 2].

JURISDICTION AND VENUE

4. This Court has jurisdiction pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. §§ 157(b)(2). Venue is proper in this district under 28 U.S.C. §§ 1408 and 1409.

5. The statutory bases for the relief requested herein are sections 327(a), 328, and 1107 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2014 and Local Rule 2014 of the Local Rules of Bankruptcy Procedures for the Southern District of New York.

RELIEF REQUESTED

6. Pursuant to this Application and sections 327, 328, and 1107 of the Bankruptcy Code, the Debtors seek authority to employ and retain the Liquidator to liquidate the remaining assets of RTMM and wind down the corporate affairs of RTMM in Mexico in accordance with Mexican law.

7. The Debtors seek authority for the Liquidator to, among other things: (i) prepare RTMM for liquidation and dissolution in accordance with Mexican law; (ii) preserve such corporate records and other documents as required by Mexican law; and (iii) submit the relevant notices to the requisite tax authorities, such as payment and informative declarations, make the corresponding calculations for the liquidation of RTMM's taxes, shareholder capital contribution taxes, and preserve all the accounting, legal, fiscal, and corporate information and documentation generated by RTMM for the company for five (5) years following the final liquidation act in accordance with the applicable provisions of the Mexican General Corporations Law and Mexican Tax Laws.

8. The Debtors seek to retain the Liquidator for a fixed fee of \$3,000 U.S. Dollars plus Value Added Tax ("VAT") per month plus costs for the term of the liquidation process. Following the liquidation process, the Liquidator's rate for preserving information and documentation, as described above, would decrease to \$750 U.S. Dollars per month plus VAT.

BASES FOR RELIEF REQUESTED

9. The bases for the relief requested herein are sections 327 and 328 of the Bankruptcy Code, Federal Rule of Bankruptcy Procedure 9014, and Local Bankruptcy Rule 9014.

10. The Debtors submit that employment and retention of the Liquidator for RTMM is appropriate under sections 327(a) and 328 of the Bankruptcy Code.

11. Section 327(a) empowers the trustee, with the Court's approval, to employ other professional persons "that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee's duties under this title." 11 U.S.C. § 327(a).

12. Pursuant to section 327(a) of the Bankruptcy Code, the Debtors request the Court approve the employment of and retention of the Liquidator to wind down the corporate affairs of RTMM.

13. Section 328(a) of the Bankruptcy Code authorizes a debtor-in-possession, with Court approval, to employ a professional person under section 327 on any reasonable terms and conditions of employment, including on a fixed fee basis.

14. As will be set forth in the Liquidator's Declaration and above, the Debtors seek to pay the Liquidator a fixed fee of \$3,000 U.S. Dollars per month, plus VAT and costs, for the term of the liquidation process. As further set forth in the Liquidator's Declaration, this fee is reasonable for the services being provided.

15. The Debtors further request the Liquidator not be required to file applications for allowance and compensation of his fees, except to the extent he seeks payment beyond the amount set forth in Paragraph 14 above. The Debtors submit that filing fee applications on

behalf of the Liquidator would be a waste of estate resources given the minimal amount of the Liquidator's fees, and that they are fixed in amount.

16. The Debtors believe the Liquidator possesses the knowledge and expertise in the areas of Mexican law relevant to the wind down of RTMM, and is well qualified to handle the process.

THE LIQUIDATOR IS DISINTERESTED

17. The Debtors are unaware of any circumstances where the Liquidator was adverse to any of the Debtors.

18. Further, the Debtors have not identified any other connections between the Debtors' secured creditors, top 30 unsecured creditors, equity holders or insiders and the Liquidator. To the best of the Debtors' knowledge, the Liquidator and his employees do not have any other connection with or any interest adverse to the Debtors, their secured creditors, top 30 unsecured creditors, equity holders or insiders, or its respective attorneys and accountants or the United States Trustee or any person employed in the office of the United States Trustee.

MOTION PRACTICE

15. This Application includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this Application. Accordingly, the Debtors submit that this Application satisfies Local Rule 9013-1(a).

NOTICE

19. Notice of this Application has been provided, in accordance with the *Order Establishing Certain Notice, Case Management, and Administrative Procedures* [ECF No. 55], to: (i) the Office of the U.S. Trustee; (ii) the holders of the 30 largest unsecured claims against the Debtors; (iii) the United States Attorney's Office for the Southern District of New York; (iv)

the Internal Revenue Service; (v) counsel to the Official Committee of Unsecured Creditors; (vi) counsel to the Debtors' prepetition Senior Lenders; and (vii) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

NO PRIOR REQUEST

20. No prior request for the relief sought in this Application has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter the Order, substantially in the form attached hereto as **Exhibit A**, approving the Application and the relief requested herein, and such other and further relief as the Court deems appropriate under the circumstances.

Dated: July 9, 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: joanne.gelfand@akerman.com

E-Mail: katherine.fackler@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

PROPOSED ORDER

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

In re:)	Chapter 11
)	
MIAMI METALS I, INC., <i>et al.</i> , ²)	Case No. 18-13359 (SHL)
)	
Debtors.)	(Jointly Administered)
)	

**ORDER APPROVING DEBTORS' APPLICATION TO EMPLOY AND RETAIN
LIQUIDATOR FOR DEBTOR REPUBLIC TRANS MEXICO METALS, S.R.L.
PURSUANT TO 11 U.S.C. §§ 327 AND 328**

Upon the application (the "Application")³ [ECF No. ____], of Miami Metals I, Inc., *et al.*, the above-captioned Debtors and Debtors-in-Possession (collectively, the "Debtors"), for entry of an order further authorizing the Debtors to employ and retain Carlos Matsui as Liquidator for Debtor Republic Trans Mexico Metals, S.R.L. ("RTMM"), pursuant to 11 U.S.C. §§ 327 and 328, all as more fully described in the Motion; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and this proceeding being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); the Liquidator is a "disinterested person" as that term is defined under Bankruptcy Code section 101(14) as modified by Bankruptcy Code section 1107(b); and the Court having reviewed the Application; and no objections having been filed to the Application; and it appearing that notice of the

² 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, LLC), 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); 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).

³ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

Application is sufficient under the circumstances, and that no other or further notice need be provided; and it further appearing that the relief requested in the Application is in the best interests of the Debtors' estates, creditors, and other parties-in-interest; and a hearing having been held on August 1, 2019; and after due deliberation and cause appearing;

IT IS HEREBY ORDERED THAT:

1. The Application is approved, as set forth herein.
2. Pursuant to section 327(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain Carlos Matsui as Liquidator for RTMM as set forth in the Application, effective as of the date of this Order, in accordance with and on the terms described in the Application and this Order, and to perform the services described therein.
3. Pursuant to section 328(a) of the Bankruptcy Code, the Debtors are authorized to pay the Liquidator (a) a fixed fee of \$3,000 U.S. Dollars plus Value Added Tax and costs, for the term of the liquidation process, and (b) following the conclusion of the liquidation process, the Debtors are authorized to pay the Liquidator a fixed fee of \$750 U.S. Dollars per month plus VAT.
4. The Liquidator shall not be required to file any application for allowance and compensation of his fees and expenses, except to the extent they exceed the amounts in Paragraph 3 above.
5. The Debtors are authorized to take all actions necessary to effectuate the relief granting in this Order in accordance with the Motion.

6. The Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
August __, 2019

PROPOSED

HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE