

HEARING DATE AND TIME: March 12, 2020 at 10:00 a.m. (Eastern Time)
OBJECTION DEADLINE DATE AND TIME: March 7, 2020 at 4:00 p.m. (Eastern Time)

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Counsel to the Post-Confirmation Debtors

**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
**THIRD INTERIM AND FINAL APPLICATION OF AKERMAN LLP, AS COUNSEL TO
 THE DEBTORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
 RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE
 INTERIM PERIOD JULY 1, 2019 THROUGH JANUARY 31, 2020 AND FOR
NOVEMBER 2, 2018 THROUGH JANUARY 31, 2020 ON A FINAL BASIS**

Name of Applicant:	AKERMAN LLP
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession

¹ The Post-Confirmation 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).

Effective Date of Retention:	November 2, 2018
Period for which compensation and reimbursement is sought:	July 1, 2019 through January 31, 2020 AND November 2, 2018 through January 31, 2020
Total amount of compensation requested for this interim fee period:	\$1,991,927.50 ²
Amount of interim compensation already paid pursuant to monthly compensation order, but not yet allowed:	\$1,110,317.45
Total amount of expense reimbursement requested for this interim fee period:	\$141,103.22
Amount of interim expense reimbursement already paid pursuant to monthly compensation order, but not yet allowed:	\$84,273.88

This is an: X interim and X 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 (ECF No. 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 (ECF No. 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 (ECF No. 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 (ECF No. 813)	02/01/19 – 02/28/19	\$756,358.00	\$44,335.11	\$605,086.40	\$44,335.11	\$151,271.60

² Plus fees and expenses incurred from February 1, 2020 through the hearing on this Application, which are estimated to not exceed \$10,000 and which will be reflected in a supplement to this Application.

4/24/19 (ECF No. 951)	3/01/19- 3/31/19	\$517,412.00	\$16,311.25	\$413,929.60	\$16,311.25	\$103,482.40
5/21/19 (ECF No. 1112)	4/01/19- 4/30/19	\$580,588.00	\$11,219.76	\$464,470.40	\$11,219.76	\$116,117.60
6/24/19 (ECF No. 1205)	5/01/19- 5/31/19	\$587,587.00	\$20,676.01	\$470,069.60	\$20,676.01	\$117,517.40
7/16/19 (ECF No. 1248)	6/01/19- 6/30/19	\$310,028.50	\$17,369.71	\$248,022.80	\$17,369.71	\$62,005.70
8/16/19 (ECF No. 1334)	7/01/19- 7/31/19	\$326,813.50	\$19,670.41	\$261,450.80	\$19,670.41	\$65,362.70
9/16/19 (ECF No. 1414)	8/01/19- 8/31/19	\$523,846.50	\$19,636.96	\$419,077.20	\$19,636.96	\$104,769.30
10/8/19 (ECF No. 1475)	9/01/19- 9/30/19	\$395,481.50	\$29,952.01	\$316,385.20	\$29,952.01	\$79,096.30
11/18/19 (ECF No. 1573)	10/01/19- 10/31/19	\$311,010.50	\$27,111.70	\$248,808.40	\$27,111.70	\$62,202.10
12/26/19 (ECF No. 1669)	11/1/19- 11/30/19	\$227,535.00	\$15,014.50	\$182,028.00	\$15,014.50	\$45,507.00
TOTALS:		\$3,780,302.50	\$176,962.31	\$3,024,242.00	\$176,962.31	\$756,060.50

**SUMMARY OF FEES AND EXPENSES REQUESTED
AND APPROVED BY APPLICATION PERIOD**

Application	Period	Interim Fees Requested	Interim Fees Approved	Interim Fees Paid	Interim Expenses Approved	Interim Expenses Requested	Interim Expenses Paid	Balance Unpaid
First Interim Application (ECF No. 906) Order Signed on 6/6/19 (ECF No. 1161)	11/02/18-2/28/19	\$2,439,992.50	\$2,439,992.50	\$1,972,710.00	\$112,328.89	\$112,328.89	\$112,328.89	\$467,282.50
Second Interim Application (ECF No. 1330) Order Signed on 10/9/19 (ECF No. 1481)	3/1/19-6/30/19	\$1,926,396.75	\$1,926,396.75	\$1,596,492.40	\$65,576.73	\$65,576.73	\$65,576.73	\$329,904.35
Totals		\$4,366,389.25	\$4,366,389.25	\$3,569,202.40	\$177,905.62	\$177,905.62	\$177,905.62	\$797,186.85

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**UNITED STATES BANKRUPTCY COURT
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In re:)	Chapter 11
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MIAMI METALS I, INC., <i>et al.</i> ¹)	Case No. 18-13359 (shl)
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**THIRD INTERIM AND FINAL APPLICATION OF AKERMAN LLP, AS COUNSEL TO
THE DEBTORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE
INTERIM PERIOD JULY 1, 2019 THROUGH JANUARY 31, 2020 AND FOR
NOVEMBER 2, 2018 THROUGH JANUARY 31, 2020 ON A FINAL BASIS**

**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 third interim and final 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 periods July 1, 2019 through January 31, 2020, (the "Third Interim Period"), and November 2, 2018 through January 31, 2020 (the "Final 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. Prior to confirmation, the Debtors operated and managed 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**.

5. Upon information and belief, all quarterly fees have been paid to the United States Trustee.

6. Upon information and belief, all monthly operating reports have been filed.

**PRIOR MONTHLY FEE STATEMENTS FILED
DURING THIRD AND FOURTH INTERIM PERIODS**

7. On December 21, 2018, the Court entered the Interim Compensation Order. Pursuant to the Interim Compensation Order, retained professionals were 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").

8. On August 16, 2019, 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 July 1, 2019 through July 31, 2019 on the Notice Parties [ECF No.

1334] requesting payment of eighty percent (80%) of its fees, in the amount of \$261,450.80, and one hundred percent (100%) of its expenses, in the amount of \$19,670.40.

9. On September 16, 2019, Akerman filed and served its Monthly Fee Statement for the period of August 1, 2019 through August 31, 2019 on the Notice Parties [ECF No. 1414] requesting payment of eighty percent (80%) of its fees, in the amount of \$419,077.20, and one hundred percent (100%) of its expenses, in the amount of \$19,636.96.

10. On October 8, 2019, Akerman filed and served its Monthly Fee Statement for the period of September 1, 2019 through September 30, 2019 on the Notice Parties [ECF No. 1475] requesting payment of eighty percent (80%) of its fees, in the amount of \$316,385.50, and one hundred percent (100%) of its expenses, in the amount of \$29,952.01.

11. On November 18, 2019, Akerman filed and served its Monthly Fee Statement for the period of October 1, 2019 through October 31, 2019 on the Notice Parties [ECF No. 1573] requesting payment of eighty percent (80%) of its fees, in the amount of \$248,808.40² and one hundred percent (100%) of its expenses, in the amount of \$27,111.70.

12. On December 26, 2019, Akerman filed and served its Monthly Fee Statement for the period of November 1, 2019 through November 30, 2019 on the Notice Parties [ECF No. 1669] requesting payment of eighty percent (80%) of its fees, in the amount of \$227,535, and one hundred percent (100%) of its expenses, in the amount of \$15,014.50.

13. Akerman was paid the amounts requested on each of the Monthly Fee Statements in paragraphs 7 through 12. As of the filing of this Application, Akerman has received payments totaling \$1,110,317.45 in fees and \$84,273.88 in expenses during the Third Interim Period.

14. In anticipation of filing this Application, Akerman did not submit monthly fee

² At the time of the October 2019 Monthly Fee Statement, Akerman applied an unallocated retainer of \$26,805.20 to reduce the amount of compensation actually paid Akerman pursuant to the October 2019 Monthly Fee Statement.

statements for the months of December 2019 and January 2020³.

15. For the month of December 2019, Akerman incurred fees in the amount of \$277,143.25 and expenses in the amount of \$28,673.05, for a total of \$305,816.30 (the "December 2019 Bill"). Akerman has not received any payment toward the December 2019 Bill.

16. For the month of January 2020, Akerman incurred fees in the amount of \$24,773 and expenses in the amount of \$1,044.59, for a total of \$25,817.59 (the "January 2020 Bill"). Akerman has not received any payment toward the January 2020 Bill.

17. Prior to any hearing on this Application, Akerman will file a supplement for any fees and expenses incurred in connection with preparing for and attending that hearing, which are estimated to not exceed \$10,000.

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

19. 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
F	Budget and Staffing Plan for the Period July 1, 2019 through January 31, 2020

JURISDICTION AND VENUE

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

³ This Fee Application includes \$5,039.50 in fees incurred after the Effective Date that are related to matters facilitating transition of the Cases to the Litigation Trustee and unrelated to the preparation of this Application.

RELIEF REQUESTED

21. By this Application, Akerman seeks an Order pursuant to sections 330 and 331 of the Bankruptcy Code, awarding Akerman:

- A. on an interim basis, compensation for professional services rendered as Debtors' counsel in the amount of \$1,991,927.50 and reimbursement of customary and necessary out-of-pocket expenses in the amount of \$141,103.22, for a total award of \$2,133,030.70 for the Third Interim Period;
- B. on a final basis, compensation for professional services rendered as Debtors' counsel in the amount of \$6,358,316.75 and reimbursement of customary and necessary out-of-pocket expenses in the amount of \$319,008.84, for a total award of \$6,677,325.59 for the Final Period; and
- C. authorizing payment of the December Bill, the January Bill, and the Total Holdback (as defined below), in the amount of \$1,524,815.19, to Akerman.

22. 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 Third Interim Compensation Period is \$338,002.25 (the "Third Interim Holdback")⁴. The aggregate amount of the Holdback during the Final Period is \$1,193,181.30 (the "Total Holdback"). Akerman respectfully requests the Court allow the Total Holdback, on a final basis, pursuant to sections 330 and 331 of the Bankruptcy Code.

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

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

⁴ The Third Interim Holdback does not include any amounts held back for December 2019 and January 2020 because Akerman has not been paid any amounts for those months, and is separately requesting payment in full for those months.

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

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

26. 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.

27. 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].

28. Since the Petition Date and through confirmation, the Debtors have continued 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 during the Third Interim Compensation Period, obtained approval of a disclosure statement and confirmation of a chapter 11 plan of liquidation, all as set forth in more detail below. The confirmed Plan (as defined below) became effective on January 7, 2020 (the "Effective Date"), and substantially all of the remaining assets of these estates were transferred to a litigation trust. Accordingly, Akerman is seeking approval of its fees on a third interim and a final basis.

The Plan and Disclosure Statement

29. During the Third Interim Compensation Period, as set forth in detail below, Akerman obtained approval of a disclosure statement and confirmation of a chapter 11 plan of liquidation that will result in significant distributions to creditors in the Case other than equity.

30. Specifically, on August 1, 2019, Akerman on behalf of the Debtors filed a Joint Chapter 11 Plan of Liquidation [ECF No. 1295] and Joint Disclosure Statement for Joint Chapter 11 Plan of Liquidation of the Debtors, as well as a Motion for Entry of an Order Approving (i) the Adequacy of the Disclosure Statement; (ii) Solicitation and Notice Procedures; (iii) Forms of Ballots and Notices in Connection Therewith; and (iv) Certain Dates with Respect Thereto (the "Motion to Approve Disclosure Statement") [ECF No. 1297].

31. On September 13, 2019, following the Court's decision not to approve the original Plan Support Agreement and Plan Settlement Agreement, Akerman filed an Amended Disclosure Statement and Amended Joint Chapter 11 Plan of Liquidation [ECF No. 1409].

32. In connection with those amended pleadings, Akerman, on behalf of the Debtors and in consultation with the Senior Lenders and the Committee, and following substantial negotiations with those and other active creditors in the Case, filed a Motion for Approval of an Amended Plan Support Agreement (the "Motion for Approval of Amended PSA") [ECF No. 1413].

33. Akerman also assisted the CRO in the preparation and filing of his Declaration [ECF No. 1458] in Support of the Motion for Approval of Amended PSA.

34. Following a hearing on October 7, 2019, and over multiple objections by creditors, the Court entered an Order granting the Motion for Approval of Amended PSA and shortly thereafter, on October 11, 2019, the Court entered an Order Granting the Motion to Approve Disclosure Statement [ECF No. 1490].

35. In accordance with the Court's rulings, Akerman, on behalf of the Debtors, prepared and filed a Second Amended Joint Disclosure Statement for Amended Joint Chapter 11 Plan of Liquidation of Debtors [ECF No. 1491-1] (the "Disclosure Statement") and a Second

Amended Joint Chapter 11 Plan of Liquidation of the Debtors [ECF No. 1491-2] (the "Plan").

36. During October and November 2019, Akerman, in consultation with Donlin Recano & Company, Inc. and on behalf of the Debtors, solicited votes on the Plan as well as consent by holders of claims pursuant to section 503(b)(9) of the Bankruptcy Code.

37. Nine parties, including the United States Trustee, objected to confirmation of the Plan (the "Plan Objections"), several voted to reject the Plan, and two creditors returned notices indicating they did not consent to the Plan's proposed treatment of their 503(b)(9) Claims.

38. Akerman prepared and filed a substantial Memorandum of Law in Support of an Order Confirming the Debtors' Joint Second Amended Chapter 11 Plan of Liquidation and Omnibus Reply to Plan Objections [ECF No. 1629].

39. Akerman, in consultation with the Senior Lenders and the Committee, engaged in discussion and negotiation related to the Plan Objections, and successfully resolved six of the nine objections prior to the confirmation hearing on December 12, 2019 (the "Confirmation Hearing").

40. At the Confirmation Hearing, Akerman obtained confirmation of the Plan over the remaining objections by SCMI US, Inc., Mitchell Levine and his related entities, and Fundacion Rafael Donde, I.A.P. ("Donde").

41. On December 23, 2019, the Court entered its Findings of Fact, Conclusions of Law, and Order Pursuant to Sections 1129(a) and (b) of the Bankruptcy Code and Rule 3020 of the Federal Rules of Bankruptcy Procedure Confirming the Debtors' Second Amended Joint Chapter 11 Plan of Liquidation (the "Confirmation Order") [ECF No. 1668].

42. Following entry of the Confirmation Order, Akerman worked expeditiously with the Senior Lenders, Paladin Management Group, and the Liquidating Trustee to go effective on

the Plan.

43. On January 7, 2020 (the "Effective Date"), the Plan became effective.

Customer Ownership Disputes

44. Just prior to the commencement of the Third Interim Compensation Period, Akerman on behalf of the Debtors filed a Motion for Summary Judgment as to Buckets 3, 4, and 5 Customers [ECF No. 1202], jointly with the Senior Lenders, and filed a Memorandum of Law in support of the Motion at ECF 1604.

45. The Court heard argument on that Motion during the Third Interim Compensation Period, but has not issued a ruling.

46. On August 9, 2019, the Court entered its Memorandum Decision as to the Debtors' Joint Motion for Summary Judgment as to Bucket 1 Customers [ECF No. 1317], ruling in favor of the Debtors on a portion of the Customers whose ownership claims were addressed in that Motion.

47. On December 23, 2019, the Court entered its Findings of Fact, Conclusions of Law, and Order Pursuant to Sections 1129(a) and (b) of the Bankruptcy Code and Rule 3020 of the Federal Rules of Bankruptcy Procedure Confirming the Debtors' Second Amended Joint Chapter 11 Plan of Liquidation (the "Confirmation Order") [ECF No. 1668].

Settlements with Customers

48. During the Third Interim Compensation Period, Akerman, together with counsel to the Senior Lenders, facilitated ten (10) settlements with Customers of the Debtors, not including the settlements resulting in resolution of the Plan Objections. *See* ECF Nos. 1264, 1354, 1375, 1380, 1381, 1415, 1435, 1437, 1484, 1522.

49. As a result of these settlements, Akerman positioned the Debtors to achieve confirmation of the Plan by, *inter alia*, reducing potential Customer claim liability and increasing the funds available to pay such claims, thereby satisfying the Court's concern with respect to the Debtors' ability to pay Customer claims in full if Customers were successful in their litigation.

Committee 2004 Exam and Related Discovery

50. Akerman continued to work cooperatively with the Committee in producing the Debtors' paper and electronic books and records subject to the Committee's examination pursuant to Bankruptcy Rule 2004 (the "Committee 2004 Exam") and coordinating key employee interviews.

51. Akerman continued its efforts to preserve NaVision and make it accessible to the Committee.

52. Akerman continued to work with the Committee in responding to the Committee's 2004 through the Effective Date of the Plan.

Debtor RTMM

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

54. Just prior to the commencement of the Third Interim Compensation Period, Donde filed a Notice of Appeal of the Court's Order Granting the Debtors' Emergency Motion to (I) Enforce Automatic Stay against Fundacion Rafael Donde, I.A.P., (II) to Hold Fundacion Rafael Donde I.A.P. in Contempt of Court, (III) for an Award of Sanctions against Fundacion Rafael Donde, I.A.P., and (IV) for Related Relief (the "Appeal") [ECF No. 1223]. Donde also filed a Motion for Stay Pending Appeal [ECF No. 1224].

55. Following discussions, Akerman on behalf of the Debtors, and Donde through its former counsel, agreed to the form of an Order resolving the Motion for Stay Pending Appeal [ECF No. 1311].

56. In the Appeal, Akerman and Donde's former counsel stipulated to extended briefing deadlines, which included a November 22, 2019 response brief deadline for Akerman. Donde filed its initial brief, and Akerman, on behalf of the Debtors, substantially completed its response brief. Approximately four days prior to the response brief deadline, Donde's new counsel and Akerman stipulated to further extensions of the response and reply brief deadline, and again stipulated to similar extensions on or about December 30, 2019.

57. As a result, Akerman prepared the bulk of an appellate response brief in the Appeal, but has not yet filed the brief.

58. During the Third Interim Compensation Period, Akerman also assisted Paladin and RTMM in winding down RTMM's affairs in Mexico, including, among other things, moving out of the leased premises, transitioning documents to the United States, and terminating the remaining employees of RTMM and making associated severance payments.

PROJECT SUMMARY AND SERVICES RENDERED BY AKERMAN

59. A summary of Compensation Requested by Project Category, as required by the UST Guidelines, which sets forth 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 documents for the United States Trustee such as interim statements and operating reports;

contacts with the United States Trustee; addressing general creditor inquiries, and multi-task conferences, both internal and with the Debtors. Akerman has expended 114.10 hours, totaling \$47,055.50 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, including smaller asset sales. Akerman has expended 22.30 hours, totaling \$7,769.00 in this category.

(c) **B130-Asset Disposition.** This category includes closing the Asahi Sale and certain post-closing matters, disposition of other smaller assets, and other transaction work related to asset disposition, as described above. Akerman has expended 19.70 hours, totaling \$7,654.00 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 3.90 hours, totaling \$1,107.50 in this category.

(e) **B150-Meetings of and Communications with Creditors.** This category includes 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 3.40 hours, totaling \$1,268.00 in this category.

(f) **B160-Fee/Employment Applications.** This category includes preparation of third interim fee and final applications for Akerman; preparation and/or review of monthly staffing reports of Akerman and Paladin Management Group, LLC and interim fee applications

for Donlin Recano; preparation of budgets and staffing plans; and related work. Akerman has expended 103.80 hours, totaling \$43,451.00 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 85.20 hours, totaling \$47,620.50 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 or extend the deadline therefor, lease negotiations, and related activity and advice to the Debtors. Akerman has expended .50 hours, totaling \$207.50 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 69.50 hours, totaling \$35,872.00 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 410.40 hours, totaling \$233,256.00 in this category. After the fifty percent (50%) courtesy discount, the total amount is \$116,628.

(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 6.90 hours, totaling \$2,485.50 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 1.90 hours, totaling \$807.50 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 30.50 hours, totaling \$14,016.50 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 in a chapter 11 plan. Akerman has expended 10.90 hours, totaling \$7,950.00 in this category.

(o) **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 180.60 hours, totaling \$75,908.00 in this category.

(p) **B320-Plan and Disclosure Statement (including Business Plan)**. This category includes work on formulation, presentation, and confirmation of plans of liquidation; 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 691.10 hours, totaling \$354,092.00 in this category.

(q) **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 37.00 hours, totaling \$17,721.00 in this category.

(r) **B420-Restructurings**. This category includes advising and evaluating options for a restructuring of certain pieces of the Debtors' business. Akerman has expended 2.80 hours, totaling \$1,806.00 in this category.

(s) **B600-Investigations**. This category includes the DOJ Investigation and resolution of the same. Akerman has expended .20 hours, totaling \$139.00 in this category.

(t) **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 195.60 hours, totaling \$101,520.50 in this category.

(u) **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 generally. Akerman has expended 1.90 hours, totaling \$1,173.00 in this category.

(v) **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. This category also includes the preparation and prosecution of the Motion to Enforce Stay against Donde. Akerman has expended 91.10 hours, totaling \$45,924.50 in this category.

(w) **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 2,236.50 hours, totaling \$1,023,040.50 in this category.

(x) **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 5.10 hours, totaling \$2,723.50 in this category.⁵

(y) **B802-Donde Appeal.** This category includes review and analysis of Donde's initial appellate brief and preparation of a draft response thereto; communications with Donde's appellate counsel; and preparation and review of multiple stipulations extending certain appellate deadlines. Akerman has expended 67.30 hours, totaling \$33,987.00 in this category.

REQUEST FOR INTERIM COMPENSATION

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

(A) the time spent on such services;

⁵ 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.

(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).

61. 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.

62. 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).

63. 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.

64. 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

65. As set forth in **Exhibit C** hereto, in providing professional services during the Third Interim Compensation Period, Akerman has incurred costs and expenses in the amount of \$141,103.22. 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

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

67. The blended hourly rate for Akerman's timekeepers on this Application is \$492.65.

68. The blended hourly rate for Akerman's timekeepers on this Application for the previous fiscal year is \$454.04.

69. The blended hourly rate for Akerman's domestic timekeepers firm-wide is \$445.10.

70. Further, pursuant to the Fee Guidelines, Akerman discloses the following blended hourly rates by category of timekeeper in this Case as compared to timekeepers firm-wide:

Title	Blended Hourly Rate for this Fee Application	Non-Bankruptcy Blended Hourly Rate
Paralegal	\$307.32	\$279.34
Of Counsel	\$695.67	
Associate	\$373.31	\$473.33
Partner	\$586.46	\$582.17

COMPLIANCE WITH THE FEE GUIDELINES

71. 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.

72. Akerman provides the following in response to the request for additional information set forth in Paragraph 5C of the Fee Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No. However, Akerman applied a fifty percent (50%) discount to its fees incurred for Non-Working Travel.

Question: If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Response: Akerman's fees did not vary more than 10% from the fees budgeted.

Question: Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Response: No.

Question: Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices?

Response: Yes, but solely for the purpose of preparing a fee application, monthly statements, and related exhibits, that comply with the Guidelines. The Debtors estimate approximately 20 professional hours and \$8,000 incurred.

Question: Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information?

Response: No.

Question: If the fee application includes any rate increases since retention, did the client (i) review and approve those rate increases in advance, and (ii) agree when retaining the law firm to accept all future rate increases?

Response: Yes to (i) and (ii).

73. Attached hereto as Exhibit F are Akerman's budget and staffing plan for the Third Interim Compensation Period (the "Akerman Budget")⁶. For the Third Interim compensation Period, the compensation sought by Akerman exceeds the fees projected in the Akerman Budget by \$224,330.50. This variance is primarily due to the work necessary for the Donde Appeal, which was unanticipated by Akerman at the outset of the Third Interim Period. Akerman

⁶ Akerman prepared a budget and staffing plan for the Third Interim Compensation Period, which ended October 31, 2019. Akerman did not prepare a budget and staffing plan for the period November 1, 2019 through January 31, 2020 because, at the time the Third Interim Compensation Period ended, the Court had approved the Disclosure Statement and scheduled a confirmation hearing. Akerman was aware the fourth interim period would be a stub period, and anticipated using the same Akerman Budget for that period. Akerman's fees were, at all times, within the parameters of the Cash Collateral Budget.

Additionally, the Akerman Budget does not include a line item for task code B802 (Donde Appeal) because at the time the Third Interim Period Commenced, Donde had not filed its appeal. Nevertheless, even including fees billed to task code B802, Akerman did not exceed the Akerman Budget.

submits that the fees sought for the Third Interim Compensation Period are reasonable and necessary, and have provided value to the bankruptcy estate.

74. No prior application has been made to this or any other Court for the relief requested herein for the Third 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

75. 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

76. 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, and payment of compensation for professional services rendered to the Debtors during the Third Interim Compensation Period in the amount of \$1,593,542.00, which is eighty percent (80%) of the total compensation for professional services rendered during the Third Interim Compensation Period;

- (ii) approving the allowance, on an interim basis, and payment of the actual and necessary expenses incurred in the amount of \$141,103.22 for the Third Interim Compensation Period;
- (iii) allowing the Third Interim Holdback in the amount of \$338,002.25;
- (iv) approving the allowance and payment of compensation for professional services rendered to the Debtor for the December 2019 Bill (\$305,816.30) and the January 2020 Bill (\$25,817.59);
- (v) approving allowance and payment of the Total Holdback (which includes the Third Interim Holdback) in the amount of \$1,193,181.30;
- (vi) approving the allowance and payment of compensation for professional services rendered to the Debtor during the Final Period in the amount of \$6,358,316.75 and reimbursement of customary and necessary out-of-pocket expenses in the amount of \$319,008.84, for a total award of \$6,677,325.59 for the Final Period; and
- (vii) granting such other and further relief as this Court deems just and proper.

[SIGNATURE PAGE TO FOLLOW]

Dated: February 6, 2020

AKERMAN LLP

By: /s/Katherine C. Fackler
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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 JULY 1, 2019 THROUGH JANUARY 31, 2020

NAME OF PROFESSIONAL	TITLE	YEAR ADMITTED	PRACTICE GROUP	TOTAL HOURS	HOURLY RATE*	TOTALS
FACKLER, MARY K.	PARTNER	2009	BANKRUPTCY & REORGANIZATION	716.30	419.14	\$300,227.00
FIORE, KRISTEN M.	PARTNER	2006	LITIGATION	56.90	503.19	\$28,631.50
FULLERTON, THOMAS B.	PARTNER	2008	BANKRUPTCY & REORGANIZATION	28.60	505.00	\$14,443.00
HARTLEY, ANDREA S.	PARTNER	1990	BANKRUPTCY & REORGANIZATION	539.40	695.00	\$374,883.00
LICHTSTEIN, JASON S.	PARTNER	1999	REAL ESTATE	1.90	617.37	\$1,173.00
MANZANARES, ELSA	PARTNER	2002	POLICY	1.30	620.00	\$806.00
MCKEAN, ESTHER A.	PARTNER	2006	BANKRUPTCY & REORGANIZATION	616.00	477.25	\$293,986.00
MCLAUGHLIN, TERESA M.	PARTNER	1986	REAL ESTATE	.80	600.00	\$480.00
MILLER, SAMUAL A.	PARTNER	2000	LITIGATION	4.30	585.00	\$2,515.50
MITCHELL, JOHN E.	PARTNER	1996	BANKRUPTCY & REORGANIZATION	403.80	675.31	\$272,688.50
NAPOLI, MICHAEL D.	PARTNER	1991	BANKRUPTCY & REORGANIZATION	24.50	610.00	\$14,945.00
NOWELS, FELICIA L.	PARTNER	2003	GOVERNMENT AFFAIRS AND PUBLIC POLICY	6.20	605.00	\$3,751.00
PARHAM, DAVID W.	PARTNER	1981	BANKRUPTCY & REORGANIZATION	17.80	725.00	\$12,905.00
RANGE, THOMAS A.	PARTNER	2002	HEALTHCARE	.20	600.00	\$120.00
SULLIVAN JR., WILLIAM F.	PARTNER	1994	TAX	8.30	800.00	\$6,640.00
TRAVERS, JESSICA T.	PARTNER	2005	LABOR AND EMPLOYMENT	1.90	425.00	\$807.50
WEITZEL, ROBERT E.	PARTNER	2009	LITIGATION	.50	469.00	\$234.50
GELFAND, JOANNE	OF COUNSEL	1985	BANKRUPTCY & REORGANIZATION	321.70	695.67	\$223,798.00
AGEE, KENNETH A.	ASSOCIATE	2013	CORPORATE	1.40	570.00	\$798.00
ARCHIYAN, YELENA E.	ASSOCIATE	2013	BANKRUPTCY & REORGANIZATION	490.20	341.98	\$167,638.00
CASAS MEYER, LUIS R.	ASSOCIATE	2011	BANKRUPTCY & REORGANIZATION	213.00	395.00	\$84,135.00
EDWARDS, ASHLEA A.	ASSOCIATE	2015	LABOR AND EMPLOYMENT	6.10	330.00	\$2,013.00

NAME OF PROFESSIONAL	TITLE	YEAR ADMITTED	PRACTICE GROUP	TOTAL HOURS	HOURLY RATE*	TOTALS
LAWRENCE, SCOTT D.	ASSOCIATE	2013	BANKRUPTCY & REORGANIZATION	393.30	382.96	\$150,620.00
PLATT, KEVIN J.	ASSOCIATE	2019	TAX	2.20	520.00	\$1,144.00
BROOKS-PATTON, JANICE E.	PARALEGAL	N/A	LITIGATION	249.60	213.03	\$53,172.00
DELPINO, REYKO E.	PARALEGAL	N/A	BANKRUPTCY & REORGANIZATION	228.20	352.21	\$80,375.00
MEEHAN, JENNIFER S.	PARALEGAL	N/A	BANKRUPTCY & REORGANIZATION	47.60	262.43	\$12,491.50
MILLER, SUZANNE M.	PARALEGAL	N/A	LITIGATION	.50	315.00	\$157.50
RILEY, ROBIN	PARALEGAL	N/A	LITIGATION	9.50	310.00	\$2,945.00
KOWING, KAREN R.	SR. RESEARCH LIBRARIAN	N/A	LIBRARY	.20	160.00	\$32.00
SUB-TOTAL FEES INCURRED:						\$2,108,555.50
LESS 50% DISCOUNT NON-WORKING TRAVEL:						(\$116,628.00)
TOTAL FEES INCURRED:						\$1,991,927.50
TOTAL HOURS:				4,392.20		
BLENDED HOURLY RATE:					\$453.51	

*Rate reflects blended hourly rate for timekeeper

EXHIBIT B

CUMULATIVE SUMMARY OF TOTAL FEES BY TASK CATEGORY FOR THE PERIOD OF JULY 1, 2019 THROUGH JANUARY 31, 2020

CATEGORY TASK CODE	TOTAL HOURS	TOTALS FEES
B110 – CASE ADMINISTRATION	114.10	\$47,055.50
B120 – ASSET ANALYSIS AND RECOVERY	22.30	7,769.00
B130 – ASSET DISPOSITION	19.70	7,654.00
B140 – RELIEF FROM STAY/ADEQUATE PROTECTION PROCEEDINGS	3.90	1,107.50
B150 – MEETINGS OF AND COMMUNICATION WITH CREDITORS	3.40	1,268.00
B160 – FEE/EMPLOYMENT APPLICATIONS	103.80	43,451.00
B180 – AVOIDANCE ACTION ANALYSIS	85.20	47,620.50
B185 – ASSUMPTION/REJECTION OF LEASES AND CONTRACTS	.50	207.50
B190 – OTHER CONTESTED MATTERS	69.50	35,872.00
B195 – NON-WORKING TRAVEL	410.40	233,256.00
B210 – BUSINESS OPERATIONS	6.90	2,485.50
B220 – EMPLOYEE BENEFITS/PENSIONS	1.90	807.50
B230 – FINANCING/CASH COLLECTIONS	30.50	14,016.50
B240 – TAX ISSUES	10.90	7,950.00
B310 – CLAIMS ADMINISTRATION AND OBJECTIONS	180.60	75,908.00
B320 - PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)	691.10	354,092.00
B410 – GENERAL BANKRUPTCY ADVICE	37.00	17,721.00
B420 - RESTRUCTURINGS	2.80	1,806.00
B600 - INVESTIGATIONS	.20	139.00
B610 - UCC INVESTIGATION / 2004 EXAM	195.60	101,520.50
B700 – ENVIRONMENTAL	1.90	1,173.00
B710 – MEXICO/RTMM	91.10	45,924.50
B720 – OWNERSHIP DISPUTES	2,236.50	1,023,040.50
B730 – RECLAMATION CLAIMS	5.10	2,723.50
B802 – DONDE APPEAL	67.30	33,987.00
SUB-TOTALS:	4,392.2	\$2,108,555.50
LESS 50% DISCOUNT NON-WORKING TRAVEL:		(\$116,628.00)
TOTALS:		\$1,991,927.50

*Rate reflects blended hourly rate for timekeeper

EXHIBIT C

CUMULATIVE SUMMARY OF EXPENSES BY CATEGORY FOR THE PERIOD JULY 1, 2019 THROUGH AND INCLUDING JANUARY 31, 2020

DESCRIPTION	TOTAL
<u>Duplicating:</u> Color Copying/Printing: \$2,346.50 Photocopy: \$4,505.31	\$6,851.81
<u>Delivery Service:</u> FedEx: \$2,516.88 Messenger (local): \$238.45	\$2,755.33
<u>Computerized Research:</u> Pacer: \$381.00 Westlaw: \$6,049.50 Lexis Advance Research: \$60.75	\$6,491.25
<u>Travel Expenses:</u>	
Travel Expense: Airfare and Baggage Fees:	\$25,012.49
Travel Expense: Hotel	\$38,325.38
Travel Expense: Parking	\$1,505.53
Travel Expense: Meals	\$7,578.94
Travel Expense: (Other – Taxi/Car Service)	\$6,202.91
Travel Expense: (Other - Internet/WiFi)	\$188.95
Travel Expense: (Other - Uber)	327.85
Travel Expense: (Other – Public Transit)	\$15.00
Travel Expense: (Other – Mileage)	\$545.20
Travel Expense: (Other – Tolls)	\$62.48
Travel Expense (Other – Car Rental)	\$132.00
Travel Expense (Other – Fuel for Car Rental)	\$19.24
Travel Expense (Other – Amtrak)	\$154.00
<u>Postage:</u>	\$21.45
<u>Telephone/Conference Calls:</u> Conferencing: \$297.45 Long Distance Calls: \$8.21	\$305.66
<u>Court Reporter Fees:</u>	\$40,246.73
<u>Court Fees:</u> Filing Fees: \$736.00 Court Services: \$1,397.00	\$2,133.00
<u>Miscellaneous/Other Charges:</u>	
Translation Services:	\$1,495.47
Other Charges – Frosch Travel Agency	\$30.00
Other Charges – Certificates of Good Standing:	\$125.00
Other Charges – Filing a Name Change Amendment:	\$210.00
Other Charges – Veritext video recording	\$342.00
Other Charges – Delaware Secretary of State	\$20.00
Other Charges – office supplies while traveling	\$5.55
TOTALS:	\$141,103.22

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 Third Interim Application for Compensation and Reimbursement of Expenses for the Period from July 1, 2019 through and including January 31, 2020 (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 provided a copy of the Application to the Office of the United States Trustee for Region 2.

Dated: February 6, 2020

/s/Katherine C. Fackler
Katherine C. Fackler

EXHIBIT F

BUDGET FOR THE PERIOD OF JULY 1, 2019 THROUGH JANUARY 31, 2020

CATEGORY TASK CODE	TOTAL HOURS	TOTALS FEES
B110 – CASE ADMINISTRATION	100	\$48,500.00
B120 – ASSET ANALYSIS AND RECOVERY	80	\$38,800.00
B130 – ASSET DISPOSITION	50	\$24,250.00
B140 – RELIEF FROM STAY/ADEQUATE PROTECTION PROCEEDINGS	10	\$4,850.00
B150 – MEETINGS OF AND COMMUNICATION WITH CREDITORS	100	\$48,500.00
B160 – FEE/EMPLOYMENT APPLICATIONS	100	\$48,500.00
B170 – FEE/EMPLOYMENT OBJECTIONS		
B180 – AVOIDANCE ACTION ANALYSIS	5	\$2,425.00
B185 – ASSUMPTION/REJECTION OF LEASES AND CONTRACTS	10	\$4,850.00
B190 – OTHER CONTESTED MATTERS	150	\$72,750.00
B195 – NON-WORKING TRAVEL	250	\$121,250.00
B210 – BUSINESS OPERATIONS	50	\$24,250.00
B220 – EMPLOYEE BENEFITS/PENSIONS	50	\$24,250.00
B230 – FINANCING/CASH COLLECTIONS	200	\$97,000.00
B240 – TAX ISSUES	10	\$4,850.00
B250 – REAL ESTATE (GENERAL)	10	\$4,850.00
B260 – BOARD OF DIRECTORS		
B310 – CLAIMS ADMINISTRATION AND OBJECTIONS	250	\$121,250.00
B320 - PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)	400	\$194,000.00
B410 – GENERAL BANKRUPTCY ADVICE	50	\$24,250.00
B600 - INVESTIGATIONS	50	\$24,250.00
B610 - UCC INVESTIGATION / 2004 EXAM	200	\$97,000.00
B700 – ENVIRONMENTAL	10	\$4,850.00
B710 – MEXICO/RTMM	200	\$97,000.00
B720 – OWNERSHIP DISPUTES	1500	\$727,500.00
B730 – RECLAMATION CLAIMS	50	\$24,250.00
B810 –LINDSEY RUBIN UFTA ADVERSARY		
B802 - DONDE APPEAL (added after Third Interim Period began)		
TOTALS:	2710	\$1,314,350.00

*Rate reflects blended hourly rate for timekeeper in the First Interim Period of \$485.00

**STAFFING PLAN FOR THE PERIOD OF
JULY 1, 2019 THROUGH JANUARY 31, 2020**

Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter During the Budget Period	Average Hourly Rate
Equity Partner	2	\$682.50
Income Partner	2	\$445
Of Counsel	1	\$685
Associate	2	\$371.67

Blended rate - \$461