

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE *Madar*)
JUSTICE *SWINTON*)
)

WEDNESDAY, THE 13TH
DAY OF APRIL, 2016



**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C 36, AS AMENDED**

**AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED
STATES BANKRUPTCY COURT WITH RESPECT TO HORSEHEAD HOLDING
CORP., HORSEHEAD CORPORATION, HORSEHEAD METAL PRODUCTS, LLC,
THE INTERNATIONAL METALS RECLAMATION COMPANY, LLC AND
ZOCHEM INC. (collectively, the "Debtors")**

**APPLICATION OF ZOCHEM INC.
UNDER SECTION 46 OF THE
*COMPANIES' CREDITORS ARRANGEMENT ACT***

**RECOGNITION ORDER
(FOREIGN MAIN PROCEEDING)**

THIS MOTION, made by Zochem Inc. ("**Zochem**") in its capacity as the foreign representative (the "**Foreign Representative**") of the Debtors, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form enclosed in the Application Record, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the affidavit of James M. Hensler sworn April 8, 2016 and the Second Report of Richter Advisory Group Inc. in its capacity as information officer (the "**Information Officer**") dated April 11, 2016 (the "**Second Report**") and on hearing the submissions of counsel for the Foreign Representative, counsel to the Information Officer, counsel to the Ad Hoc Group of Senior Secured Noteholders and post-petition lenders (the "**DIP Lenders**") and Cantor Fitzgerald Securities, as administrative agent,

~~counsel for Zochem independent director, Harvey Tepner~~, counsel for Bank of America, National Association and no one else appearing although duly served as appears from the affidavit of service of Daphne Porter sworn April 8, 2016, filed:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that the following orders (collectively, the “**Foreign Orders**”) of United States Bankruptcy Court for the District of Delaware made in the Foreign Proceeding are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to Section 49 of the CCAA:

- (a) Order (A) Setting a Bar Date for Filing Proofs of Claim, Including Claims Arising Under Section 503(B)(9) of the Bankruptcy Code, (B) Setting a Bar Date for the Filing of Proofs of Claim by Governmental Units, (C) Setting a Bar Date for the Filing of Requests for Allowance of Administrative Expense Claims, (D) Setting an Amended Schedules Bar Date, (E) Setting a Rejection Damages Bar Date, (F) Approving the Form of and Manner for Filing Proofs of Claim, (G) Approving Notice of the Bar Dates, and (H) Granting Related Relief, attached as **Schedule “A”** to this Order; and
- (b) Agreed Order on Motion of Traxys North America, LLC for Order Compelling Debtors to Immediately Assume or Reject Executory Contracts, attached as **Schedule “B”** to this Order;

provided, however, that in the event of any conflict between the terms of the Foreign Orders and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to the Debtors’ current and future assets, undertakings and properties of every nature and kind whatsoever, where situate in Canada, including all proceeds thereof.

3. **THIS COURT ORDERS** that the Second Report and the activities of the Information Officer described therein be and are hereby approved.

4. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Debtors, the Foreign Representative, the Information Officer, and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Debtors, the Foreign Representative, and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Debtors, the Foreign Representative, and the Information Officer and their respective agents in carrying out the terms of this Order.

5. **THIS COURT ORDERS** that each of the Debtors, the Foreign Representative and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

6. **THIS COURT ORDERS** that this Order shall be effective as of 12:01 a.m. on the date of this Order.



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PER / PAR: *Rw*

SCHEDULE "A"

[attached]

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
HORSEHEAD HOLDING CORP., <u>et al.</u> , ¹	)	Case No. 16-10287 (CSS)
)	
Debtors.	)	Jointly Administered
)	
	)	Re: Docket No. 133

ORDER (A) SETTING A BAR DATE FOR FILING PROOFS OF CLAIM, INCLUDING CLAIMS ARISING UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE, (B) SETTING A BAR DATE FOR THE FILING OF PROOFS OF CLAIM BY GOVERNMENTAL UNITS, (C) SETTING A BAR DATE FOR THE FILING OF REQUESTS FOR ALLOWANCE OF ADMINISTRATIVE EXPENSE CLAIMS, (D) SETTING AN AMENDED SCHEDULES BAR DATE, (E) SETTING A REJECTION DAMAGES BAR DATE, (F) APPROVING THE FORM OF AND MANNER FOR FILING PROOFS OF CLAIM, (G) APPROVING NOTICE OF THE BAR DATES, AND (H) GRANTING RELATED RELIEF

Upon the motion (the "Motion") of the above-captioned debtors (collectively, the "Debtors") for entry of this Bar Date Order:² (I) establishing the Claims Bar Date, including with respect to claims arising under section 503(b)(9) of the Bankruptcy Code; (II) establishing the Governmental Bar Date; (III) establishing the Administrative Claims Bar Date; (IV) establishing the Amended Schedules Bar Date; (V) establishing the Rejection Damages Bar Date; (VI) approving the form of and manner for filing Proofs of Claim; (VII) approving the Bar Date Notice and the Publication Notice; and (VIII) granting related relief; all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Horsehead Holding Corp. (7377); Horsehead Corporation (7346); Horsehead Metal Products, LLC (6504); The International Metals Reclamation Company, LLC (8892); and Zochem Inc. (4475). The Debtors' principal offices are located at 4955 Steubenville Pike, Suite 405, Pittsburgh, Pennsylvania 15205.

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

Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that notice of and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

I. The Bar Dates and Procedures for Filing Proofs of Claim and Administrative Claims

2. Each entity that asserts a claim against the Debtors that arose before the Petition Date shall be required to file an original, written Proof of Claim, substantially in the form attached hereto as Exhibit 1 or Official Form 410.³ Except in the cases of governmental units and certain other exceptions explicitly set forth herein, **all Proofs of Claim must be filed so that they are actually received on or before April 25, 2016, at 5:00 p.m., prevailing**

³ Copies of Official Form 410 may be obtained: (a) from the Clams and Noticing Agent at no charge by accessing the website for the Clams and Noticing Agent at <http://dm.epiq11.com/Horsehead>; (b) writing to the Clams and Noticing Agent at Horsehead Holding Corp., c/o Epiq Bankruptcy Solutions, LLC, P.O. Box 4421, Beaverton, Oregon 97076-4421; (c) calling the Clams and Noticing Agent at (800) 572-0455; or (d) for a fee via PACER at <http://www.deb.uscourts.gov>.

Eastern Time (the "Claims Bar Date"), at the addresses and in the form set forth herein.

The Claims Bar Date applies to all types of claims against the Debtors that arose or are deemed to have arisen before the Petition Date, including claims arising under section 503(b)(9) of the Bankruptcy Code, except for claims specifically exempt from complying with the Claims Bar Date as set forth in this Bar Date Order.

3. All governmental units holding claims (whether secured, unsecured priority, or unsecured non-priority) that arose (or are deemed to have arisen) prior to the Petition Date, must file Proofs of Claims, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party, **so that such Proofs of Claim are actually received on or before August 1, 2016, at 5:00 p.m., prevailing Eastern Time (the "Governmental Bar Date"), at the addresses and in the form set forth herein.**

4. All parties asserting a request for payment of Administrative Claims arising between the Petition Date and April 1, 2016 (the "Administrative Claims Deadline"), but excluding claims for fees and expenses of professionals retained in these proceedings and claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code, are required file a request for payment of such Administrative Claim with the Court and, if desired, a notice of hearing on such Administrative Claim⁴ **so that the Administrative Claim is actually filed with the Court on or before April 25, 2016 (the "Administrative Claims Bar Date");** provided that the Administrative Claims Bar Date shall not apply to claims entitled to administrative priority that arise on or after the Petition Date in the ordinary course of the Debtors' business; and provided, further, that to the extent that the Administrative Claims of a governmental unit do

⁴ Administrative Claims filed without a notice of hearing shall not be scheduled for hearing.

not arise on or after the Petition Date in the ordinary course of the Debtors' business, requests for payments of Administrative Claims by governmental units for Administrative Claims arising between the Petition Date and April 1, 2016, shall be filed on or before August 1, 2016, at 5:00 p.m. prevailing Eastern Time.

5. If the Debtors file a previously unfiled Schedule or amend or supplement the Schedules after having given notice of the Bar Dates, the Debtors shall give notice by first-class mail of any filing, amendment or supplement to holders of claims affected thereby, and the deadline for those holders to file Proofs of Claim, if necessary, be set as the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, or (b) 5:00 p.m. prevailing Eastern Time on the date that is 21 days from the date the notice of the filing, amendment or supplement is given (or another time period as may be fixed by the Court) (the "Amended Schedules Bar Date").

6. Unless otherwise ordered, all entities asserting claims arising from the rejection of executory contracts and unexpired leases of the Debtors shall file a Proof of Claim on account of such rejection by the later of: (a) the Claims Bar Date or the Governmental Bar Date, as applicable; or (b) 5:00 p.m. prevailing Eastern Time on the date that is 21 days following entry of an order approving the rejection of any such executory contract or unexpired lease (the "Rejection Damages Bar Date").

7. All Proofs of Claim must be filed so as to be actually received by the Claims and Noticing Agent on or before the applicable Bar Date. In addition, all Administrative Claims must be filed with the Court so as to be actually received by the Court by the Administrative Claims Bar Date. If Proofs of Claim and Administrative Claims are not received by the Claims and Noticing Agent or the Court, as applicable, on or before the applicable Bar Date, except in

the case of certain exceptions explicitly set forth herein, the holders of the underlying claims shall be barred from asserting such claims against the Debtors and precluded from voting on any chapter 11 plans filed in these chapter 11 cases and/or receiving distributions from the Debtors on account of such claims in these chapter 11 cases.

II. Parties Required to File Proofs of Claim and Administrative Claims

8. The following categories of claimants shall be required to file a Proof of Claim or Administrative Claim arising prior to the Administrative Claim Deadline by the applicable Bar Date:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as contingent, unliquidated, or disputed if such entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any entity that believes that its prepetition claims as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the schedules;
- d. any entity who believes that its claim against a Debtor is or may be an administrative expense that arises between the Petition Date and the Administrative Claims Deadline (excluding claims for fees and expenses of professionals retained in these proceedings and claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code); provided that the Administrative Claims Bar Date shall not apply to claims entitled to administrative priority that arise on or after the Petition Date in the ordinary course of the Debtors' business; and provided, further, that to the extent that the Administrative Claims of a governmental unit do not arise on or after the Petition Date in the ordinary course of the Debtors' business, requests for payments of Administrative Claims by governmental units for Administrative Claims arising between the Petition Date and April 1, 2016, shall be filed on or before August 1, 2016, at 5:00 p.m. prevailing Eastern Time; and

- e. any entity who believes that its claim against a Debtor is or may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.

III. Parties Exempted from the Bar Dates

9. The following categories of claimants shall not be required to file a Proof of Claim or Administrative Claim arising prior to the Administrative Claim Deadline by the applicable Bar Date:

- a. any entity that already has filed a signed Proof of Claim against the respective Debtor(s) with the clerk of the Court or with the Claims and Noticing Agent in a form substantially similar to Official Form 410;
- b. any entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as any of "disputed," "contingent," or "unliquidated;" (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any entity whose claim has previously been allowed by order of the Court;
- d. any entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- e. any Debtor having a claim (or any transferee for security of any such Debtor that has a claim) against another Debtor;
- f. any of the Debtors' non-Debtor affiliates having a claim (or any transferee for security of any such non-Debtor affiliate that has a claim) against any Debtor;
- g. any entity whose claim is solely against any of the Debtors' non-Debtor affiliates;
- h. any holder of an equity interest in the Debtors need not file a proof of interest with respect to the ownership of such equity interest at this time; provided, however, that any holder of an equity interest who wishes to assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, must file a proof of claim asserting such claim on or prior to the Claims Bar Date pursuant to procedures set forth herein;
- i. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business for wages, commissions, or benefits; provided, however, that a current employee

must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;

- j. any current or former officer, director, or employee for claims based on indemnification, contribution, or reimbursement;
- k. the Prepetition Senior Secured Notes Indenture Trustee, the Prepetition Senior Secured Notes Collateral Agent, any Prepetition Senior Secured Noteholder, the Zochem Agents, the Zochem Lender, PNC, the Prepetition Unsecured Notes Indenture Trustee, any Prepetition Unsecured Noteholder (each as defined in the DIP Orders) in each case (x) to the extent provided by either or both of the DIP Orders, (y) to preserve any claims for contingent or unliquidated amounts, or (z) to preserve the right to claim postpetition interest, fees, costs or charges (to the extent any of them ultimately is determined to be entitled thereto);⁵
- l. consistent with Paragraph 5 (d) of the Final DIP Order which provides that the Prepetition Macquarie Facility Parties are not required to file a proof of claim with regard to the Macquarie Credit Facility Obligations or the Prepetition Macquarie Liens, none of the Prepetition Macquarie Facility Parties shall be required to file a proof of claim with respect to the claim for payment of the Macquarie Restructuring Fee, whether or not the Debtors have stipulated to the fixing or allowance of the Macquarie Restructuring Fee or the Macquarie Restructuring Fee has otherwise been determined by the Court to be a part of the Macquarie Credit Facility Obligations as of the Claims Bar Date and such claim shall be deemed to have been filed prior to the Claim Bar Date; provided, however, in accordance with paragraph 5(g) of the Final DIP Order, the rights of any party to dispute the Macquarie Restructuring Fee, other than on account of a proof of claim not having been filed with respect to the Macquarie Restructuring Fee, are fully preserved;⁶
- m. any individual holder of a claim for principal, interest, or applicable fees or charges (a "Debt Claim") on account of any note, bond, or debenture

⁵ The "DIP Orders" mean that certain *Interim Order (A) Authorizing the Debtors to Obtain Postpetition Secured Financing Pursuant to Section 364 of the Bankruptcy Code, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Adequate Protection to the Prepetition Secured Parties, (D) Scheduling a Final Hearing, and (E) Granting Related Relief* entered by the Court on February 4, 2016 [Dkt. No. 81] and that certain *Final Order (A) Authorizing the Debtors to Obtain Postpetition Secured Financing Pursuant to Section 364 of the Bankruptcy Code, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Adequate Protection to the Prepetition Secured Parties, (D) Scheduling a Final Hearing, and (E) Granting Related Relief* entered by the Court on March 3, 2016 [Dkt. No. 252] (the "DIP Final Order").

⁶ Capitalized terms used but not otherwise defined in this subparagraph have the meanings ascribed to them in the DIP Final Order.

issued by the Debtors pursuant to an indenture (an "Indenture") or a credit agreement (a "Credit Agreement") with respect to such claim;

- n. any entity holding a claim for which a separate deadline is fixed by the Court;
- o. pursuant to Local Rule 3002-1(a) and section 503(b)(1)(D) of the Bankruptcy Code, governmental entities holding claims covered by section 503(b)(1)(B) or (C) of the Bankruptcy Code; and
- p. claims for fees and expenses of professionals retained in these proceedings.

IV. Substantive Requirements of Proofs of Claim

10. The following requirements shall apply with respect to filing and preparing each

Proof of Claim:

- a. Contents. Each Proof of Claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- b. Section 503(b)(9) Claim. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. Original Signatures Required. Only original Proofs of Claim may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- d. Identification of the Debtor Entity. Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (No. 16-10287) or otherwise without identifying a specific Debtor, will be deemed as filed only against Horsehead Holding Corp.
- e. Claim Against Multiple Debtor Entities. Each Proof of Claim must state a claim against only one Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed

on the Proof of Claim, such claim may be treated as if filed only against the first-listed Debtor.

- f. Supporting Documentation. Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; provided, however, that any creditor that received such written consent shall be required to transmit such writings to Debtors' counsel upon request no later than ten days from the date of such request.⁷
- g. Timely Service. Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail or other hand delivery system, so as to be actually received by the Claims and Noticing Agent on or before the applicable Bar Date (or, where applicable, on or before any other bar date as set forth herein or by order of the Court) at the following address:

If by first-class mail, send to:

Horsehead Holding Corp., Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
P.O. Box 4421
Beaverton, Oregon 97076-4421

If by hand delivery or overnight mail, send to:

Horsehead Holding Corp., Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
10300 SW Allen Blvd.
Beaverton, Oregon 97005

PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.

- h. Receipt of Service. Claimants wishing to receive acknowledgment that their Proofs of Claim were received by the Claims and Noticing Agent must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Claims and Noticing Agent) and (ii) a self-addressed, stamped envelope.

⁷ Similarly, to the extent that any supporting documentation may be required to be submitted with any Administrative Claim, upon prior written consent of Debtors' counsel, such Administrative Claim may include a summary of such documentation or an explanation as to why such documentation is not available; provided, however, that any creditor that received such written consent shall be required to transmit such writings to Debtors' counsel upon request no later than ten (10) days from the date of such request.

V. Identification of Known Creditors

11. The Debtors shall mail notice of the Bar Dates only to their known creditors, and such mailing shall be made to the last known mailing address for each such creditor.

VI. Procedures for Providing Notice of the Bar Date

A. Mailing of Bar Date Notices

12. No later than three business days after the Court enters this Bar Date Order, the Debtors shall cause a written notice of the Bar Dates, substantially in the form attached hereto as Exhibit 2 (the "Bar Date Notice") and a Proof of Claim Form (together, the "Bar Date Package") to be mailed via first class mail to the following entities:

- a. the Office of the United States Trustee for the District of Delaware;
- b. the Office of the United States Attorney for the District of Delaware;
- c. any official committee appointed in these chapter 11 cases;
- d. the entities listed on the Consolidated List of Creditors Holding the 50 Largest Unsecured Claims;
- e. counsel to PNC Bank, N.A.;
- f. counsel to Macquarie Bank Limited;
- g. the indenture trustee under the Debtors' 10.50% senior secured notes;
- h. the indenture trustee under the Debtors' 9.00% senior secured notes;
- i. the indenture trustee under the Debtors' 3.80% convertible senior secured notes;
- j. Banco Bilbao Vizcaya Argentina, S.A.;
- k. all creditors and other known holders of claims against the Debtors as of the date of entry of the Bar Date Order, including all entities listed in the Schedules as holding claims against the Debtors;
- l. all entities that have requested notice of the proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date the Bar Date Order is entered;

- m. all entities that have filed proofs of claim in these chapter 11 cases as of the date of the Bar Date Order;
- n. all known non-Debtor equity and interest holders of the Debtors as of the date the Bar Date Order is entered;
- o. all entities who are party to executory contracts and unexpired leases with the Debtors;
- p. all entities who are party to litigation with the Debtors;
- q. all current and former employees (to the extent that contact information for former employees is available in the Debtors' records);
- r. all regulatory authorities that regulate the Debtors' businesses, including consumer protection, environmental, and permitting authorities;
- s. all taxing authorities for the jurisdictions in which the Debtors maintain or conduct business;
- t. the state attorneys general for states in which the Debtors conduct business;
- u. the Financial Services Commission of Ontario (FSCO);
- v. Unifor Local 591G;
- w. the United States Internal Revenue Service;
- x. the United States Environmental Protection Agency; and
- y. the United States Securities and Exchange Commission.

13. The Debtors shall provide all known creditors listed in the Debtors' Schedules with a "personalized" Proof of Claim Form, which will identify how the Debtors have scheduled the creditors' claim in the Schedules, including, without limitation: (a) the identity of the Debtor against which the creditor's claim is scheduled; (b) the amount of the scheduled claim, if any; (c) whether the claim is listed as contingent, unliquidated, or disputed; and (d) whether the claim is listed as secured, unsecured priority, or unsecured non-priority. Each creditor shall have an opportunity to inspect the Proof of Claim Form provided by the Debtors and correct any information that is missing, incorrect, or incomplete. Additionally, any creditor may choose to

submit a Proof of Claim on a different form as long as it is substantially similar to Official Form 410.

14. After the initial mailing of the Bar Date Packages, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that: (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known as the result of the Bar Date mailing process. In this regard, the Debtors may make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to 21 days in advance of the Bar Date, with any such mailings being deemed timely and the appropriate Bar Date being applicable to the recipient creditors.

B. Publication of Bar Date Notice

15. The Debtors shall cause notice of the Bar Dates to be given by publication to creditors to whom notice by mail is impracticable, including creditors who are unknown or not reasonably ascertainable by the Debtors and creditors whose identities are known but whose addresses are unknown by the Debtors. Specifically, the Debtors shall cause the Publication Notice, in substantially the form annexed hereto as Exhibit 3, to be published on one occasion in *USA Today* (National Edition) and *The Globe and Mail* on or before March 31, 2016, thus satisfying the requirements of Bankruptcy Rule 2002(a)(7) that such notice be published at least 21 days before the Claims Bar Date.

VII. Consequences of Failure to File a Proof of Claim

16. Subject to section 506(d)(2) of the Bankruptcy Code, any entity who is required, but fails, to file a Proof of Claim or an Administrative Claim arising prior to the Administrative Claim Deadline in accordance with the Bar Date Order on or before the applicable Bar Date may

be forever barred, estopped, and enjoined from asserting such claim against the Debtors (or filing a Proof of Claim or Administrative Claim with respect thereto) and the Debtors and their property may be forever discharged from any and all indebtedness or liability with respect to or arising from such claim. Without limiting the foregoing sentence, any creditor asserting a claim entitled to priority pursuant to section 503(b)(9) of the Bankruptcy Code that fails to file a proof of claim in accordance with this Bar Date Order may not be entitled to any priority treatment on account of such claim pursuant to section 503(b)(9) of the Bankruptcy Code, regardless of whether such claim is identified on Schedule F of the Schedules as not contingent, not disputed, and not unliquidated.

VIII. Miscellaneous

17. The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this Bar Date Order in accordance with the Motion.

18. The terms and conditions of this Bar Date Order shall be immediately effective and enforceable upon entry of the Bar Date Order.

19. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Bar Date Order.

Dated: March 22, 2016
Wilmington, Delaware

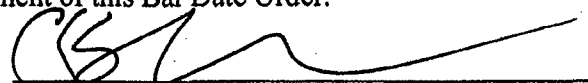

The Honorable Christopher S. Sontchi
United States Bankruptcy Judge

EXHIBIT 1

Proof of Claim Form

United States Bankruptcy Court for the District of Delaware Horsehead Holding Corp. Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC P.O. Box 4421 Beaverton, OR 97076-4421	For Court Use Only
Name of Debtor: Case Number:	For Court Use Only
	For Court Use Only

Proof of Claim (Official Form 410)

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. With the exception of 503(b)(9), do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503. Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1 Identify the Claim	
1. Who is the current creditor? Name of the current creditor (the person or entity to be paid for this claim): _____ Other names the creditor used with the debtor: _____	
2. Has this claim been acquired from someone else? <input type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	
Where should notices to the creditor be sent? Name _____ Number Street _____ City State Zip Code _____ Country (If International): _____ Contact phone: _____ Contact email: _____	Where should payments to the creditors be sent? (if different) Name _____ Number Street _____ City State Zip Code _____ Country (If International): _____ Contact phone: _____ Contact email: _____
4. Does this claim amend one already filed? <input type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims register (if known) _____ Filed on _____ MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim? <input type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	

Part 2 Give Information About the Claim as of the Date the Case Was Filed		
6. Do you have any number you use to identify the debtor? <input type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____	7. How much is the claim? \$ _____ Does this amount include interest or other charges? <input type="checkbox"/> No <input type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).	8. What is the basis of the claim? Examples: Good sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information _____

<p>9. Is all or part of the claim secured?</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. The claim is secured by a lien on property. Nature of property:</p> <p><input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (official Form 410-A) with this <i>Proof of Claim</i>.</p> <p><input type="checkbox"/> Motor vehicle</p> <p><input type="checkbox"/> Other. Describe: _____</p> <p>Basis for perfection: _____</p> <p>Attach redacted copies of documents, if any, that show evidence of perfection of security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)</p> <p>Value of property: \$ _____</p> <p>Amount of the claim that is secured: \$ _____</p> <p>Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)</p> <p>Amount necessary to cure any default as of the date of the petition \$ _____</p> <p>Annual Interest Rate (when case was filed) _____ %</p> <p style="text-align: center;"><input type="checkbox"/> Fixed <input type="checkbox"/> Variable</p>	<p>10. Is this claim based on a lease?</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Amount necessary to cure any default as of the date of petition.</p> <p>\$ _____</p> <p>12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Check all that apply:</p> <p><input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). \$ _____</p> <p><input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). \$ _____</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). \$ _____</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). \$ _____</p> <p><input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). \$ _____</p> <p><input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507 (a)(____) that applies. \$ _____</p> <p>* Amounts are subject to adjustment on 04/01/16 and every 3 years after that for cases begun on or after the date of adjustment.</p>	<p>11. Is this claim subject to a right of setoff?</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Identify the property: _____</p> <p>A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.</p> <p>Amount entitled to priority</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p>
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13. Does this claim qualify as an Administrative Expense under 11 U.S.C. § 503(b)(9)?

No

Yes. Amount that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): \$ _____

Part 5 Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other co-debtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date _____ MM / DD / YYYY Signature _____

Print the name of the person who is completing and signing this claim:

Name _____

First name Middle name Last name

Title _____

Company _____

Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____

Number Street

City State Zip Code

Contact Phone _____ Email _____

EXHIBIT 2

Bar Date Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
HORSEHEAD HOLDING CORP., <u>et al.</u> , ¹	)	Case No. 16-10287 (CSS)
Debtors.	)	Jointly Administered

**NOTICE OF DEADLINES FOR THE FILING OF (I) PROOFS OF CLAIM,
INCLUDING CLAIMS ARISING UNDER SECTION 503(B)(9) OF THE BANKRUPTCY
CODE, (II) ADMINISTRATIVE CLAIMS, AND (III) REJECTION DAMAGES CLAIMS**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY OF
THE FOLLOWING DEBTOR ENTITIES:**

DEBTOR	CASE NO.
Horsehead Holding Corp	16-10287 (CSS)
Horsehead Corporation	16-10288 (CSS)
Horsehead Metal Products, LLC	16-10289 (CSS)
The International Metals Reclamation Company, LLC	16-10290 (CSS)
Zochem Inc.	16-10291 (CSS)

PLEASE TAKE NOTICE THAT:

On February 2, 2016 (the "Petition Date"), Horsehead Holding Corp and four of its affiliates, as debtors (collectively, the "Debtors"), filed voluntary petitions for relief under chapter 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court").

On _____, _____ the Court entered an order [Dkt. No. ___] the ("Bar Date Order")² establishing certain dates by which parties holding prepetition claims against the Debtors must file (a) proofs of claim ("Proofs of Claim"), including claims by governmental units, claims arising under section 503(b)(9) of the Bankruptcy Code, and Rejection Damages Claims, and (b) requests for payment of Administrative Claims.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Horsehead Holding Corp. (7377); Horsehead Corporation (7346); Horsehead Metal Products, LLC (6504); The International Metals Reclamation Company, LLC (8892); and Zochem Inc. (4475). The Debtors' principal offices are located at 4955 Steubenville Pike, Suite 405, Pittsburgh, Pennsylvania 15205.

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

For your convenience, enclosed with this notice (this "Notice") is a Proof of Claim form, which identifies on its face the amount, nature, and classification of your claim(s), if any, listed in the Debtors' schedules of assets and liabilities filed in these cases (the "Schedules"). If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple Proof of Claim forms, each of which will reflect the nature and amount of your claim as listed in the Schedules.

As used in this Notice, the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and the Office of the United States Trustee for the District of Delaware. In addition, the terms "persons" and "governmental units" are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term "claim" means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

I. THE BAR DATES

The Bar Date Order establishes the following bar dates for filing Proofs of Claim and Administrative Claims in these chapter 11 cases (the "Bar Dates").

- a. **The Claims Bar Date.** Pursuant to the Bar Date Order, except as described below, all entities holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date, including claims arising under section 503(b)(9) of the Bankruptcy Code, **are required to file Proofs of Claim so that such Proofs of Claim are actually received by the Claims and Noticing Agent by the Claims Bar Date (i.e., on or before April 25, 2016, at 5:00 p.m., prevailing Eastern Time).** The Claims Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including, without limitation, secured claims, unsecured priority claims, unsecured non-priority claims, and claims arising under section 503(b)(9) of the Bankruptcy Code.
- b. **The Governmental Bar Date.** Pursuant to the Bar Date Order, all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date **are required to file proofs of claim so that such Proofs of Claim are actually received by the Claims and Noticing Agent by the Governmental Bar Date (i.e., by August 1, 2016, at 5:00 p.m., prevailing Eastern Time).** The Governmental Bar Date applies to all governmental units holding claims against the Debtors (whether secured,

unsecured priority, or unsecured non-priority) that arose prior to the Petition Date, including, without limitation, governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.

- c. The Administrative Claims Bar Date. Pursuant to the Bar Date Order, all claimants holding Administrative Claims against the Debtors' estates arising between the Petition Date and April 1, 2016 (the "Administrative Claims Deadline"), excluding claims for fees and expenses of professionals retained in these proceedings and claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code and claims held by governmental entities covered by section 503(b)(1)(B) or (C) of the Bankruptcy Code, **are required to file a request for payment of such Administrative Claim with the Court and, if desired, a notice of hearing on such Administrative Claim by the Administrative Claims Bar Date (i.e., on or before April 25, 2016 at 5:00 p.m. prevailing Eastern Time);** provided that the Administrative Claims Bar Date shall not apply to claims entitled to administrative priority that arise on or after the Petition Date in the ordinary course of the Debtors' business; and **provided, further,** that to the extent that the Administrative Claims of a governmental unit do not arise on or after the Petition Date in the ordinary course of the Debtors' business, requests for payments of Administrative Claims by governmental units for Administrative Claims arising between the Petition Date and April 1, 2016, shall be filed on or before August 1, 2016, at 5:00 p.m. prevailing Eastern Time.

- d. The Amended Schedules Bar Date. Pursuant to the Bar Date Order, all parties asserting claims against the Debtors' estates that are affected by a previously unfiled Schedule or amendment or supplement to the Schedules are required to file Proofs of Claim so that such Proofs of Claim are actually received by the Claims and Noticing Agent by the Amended Schedules Bar Date (i.e., by the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, or (b) 5:00 p.m., prevailing Eastern Time, on the date that is 21 days from the date on which the Debtors provide notice of such filing, amendment or supplement).
- e. The Rejection Damages Bar Date. Pursuant to the Bar Date Order, all parties asserting claims against the Debtors' estates arising from the Debtors' rejection of an executory contract or unexpired lease are required to file Proofs of Claim with respect to such rejection so that such Proofs of Claim are actually received by the Claims and Noticing Agent by the Rejection Damages Bar Date (i.e., by the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, or (b) 5:00 p.m., prevailing Eastern Time, on the date that is 21 days following entry of an order approving such rejection).

II. WHO MUST FILE A PROOF OF CLAIM OR ADMINISTRATIVE CLAIM

Except as otherwise set forth herein, the following entities holding claims against the Debtors that arose (or that are deemed to have arisen) prior to the Petition Date must file Proofs of Claim or Administrative Claims on or before the applicable Bar Date:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as contingent, unliquidated, or disputed if such entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any entity that believes that its prepetition claims as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the schedules;
- d. any entity who believes that its claim against a Debtor is or may be an administrative expense that arises between the Petition Date and April 1, 2016 (excluding claims for fees and expenses of professionals retained in these proceedings and claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code); provided that the Administrative Claims Bar Date shall not apply to claims entitled to administrative

priority that arise on or after the Petition Date in the ordinary course of the Debtors' business; and provided, further, that to the extent that the Administrative Claims of a governmental unit do not arise on or after the Petition Date in the ordinary course of the Debtors' business, requests for payments of Administrative Claims by governmental units for Administrative Claims arising between the Petition Date and April 1, 2016, shall be filed on or before August 1, 2016, at 5:00 p.m. prevailing Eastern Time; and

- e. any entity who believes that its claim against a Debtor is or may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.

III. PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM OR ADMINISTRATIVE CLAIM

Certain parties are not required to file Proofs of Claim or Administrative Claims arising prior to the Administrative Claim Deadline. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Proofs of Claim or Administrative Claims for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the Bar Dates need not file Proofs of Claims or Administrative Claims:

- a. any entity that already has filed a signed Proof of Claim against the respective Debtor(s) with the clerk of the Court or with the Claims and Noticing Agent in a form substantially similar to Official Form 410;
- b. any entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as any of "disputed," "contingent," or "unliquidated;" (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any entity whose claim has previously been allowed by order of the Court;
- d. any entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- e. any Debtor having a claim (or any transferee for security of any such Debtor that has a claim) against another Debtor;
- f. any of the Debtors' non-Debtor affiliates having a claim (or any transferee for security of any such non-Debtor affiliate that has a claim) against any Debtor;
- g. any entity whose claim is solely against any of the Debtors' non-Debtor affiliates;

- h. any holder of an equity interest in the Debtors need not file a proof of interest with respect to the ownership of such equity interest at this time; provided, however, that any holder of an equity interest who wishes to assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, must file a proof of claim asserting such claim on or prior to the Claims Bar Date pursuant to procedures set forth herein;
- i. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business for wages, commissions, or benefits; provided, however, that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- j. any current or former officer, director, or employee for claims based on indemnification, contribution, or reimbursement;
- k. the Prepetition Senior Secured Notes Indenture Trustee, the Prepetition Senior Secured Notes Collateral Agent, any Prepetition Senior Secured Noteholder, the Zochem Agents, the Zochem Lender, PNC, the Prepetition Unsecured Notes Indenture Trustee, any Prepetition Unsecured Noteholder (each as defined in the DIP Orders) in each case (x) to the extent provided by either or both of the DIP Orders, (y) to preserve any claims for contingent or unliquidated amounts, or (z) to preserve the right to claim postpetition interest, fees, costs or charges (to the extent any of them ultimately is determined to be entitled thereto);³
- l. consistent with Paragraph 5 (d) of the Final DIP Order which provides that the Prepetition Macquarie Facility Parties are not required to file a proof of claim with regard to the Macquarie Credit Facility Obligations or the Prepetition Macquarie Liens, none of the Prepetition Macquarie Facility Parties shall be required to file a proof of claim with respect to the claim for payment of the Macquarie Restructuring Fee, whether or not the Debtors have stipulated to the fixing or allowance of the Macquarie Restructuring Fee or the Macquarie Restructuring Fee has otherwise been determined by the Court to be a part of the Macquarie Credit Facility Obligations as of the Claims Bar Date and such claim shall be deemed to

³ The "DIP Orders" mean that certain *Interim Order (A) Authorizing the Debtors to Obtain Postpetition Secured Financing Pursuant to Section 364 of the Bankruptcy Code, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Adequate Protection to the Prepetition Secured Parties, (D) Scheduling a Final Hearing, and (E) Granting Related Relief* entered by the Court on February 4, 2016 [Dkt. No. 81] and that certain *Final Order (A) Authorizing the Debtors to Obtain Postpetition Secured Financing Pursuant to Section 364 of the Bankruptcy Code, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Adequate Protection to the Prepetition Secured Parties, (D) Scheduling a Final Hearing, and (E) Granting Related Relief* entered by the Court on March 3, 2016 [Dkt. No. 252] (the "DIP Final Order").

have been filed prior to the Claim Bar Date; provided, however, that without limiting the Final DIP Order (including paragraph 5(g) thereof), the rights of any party to dispute the Macquarie Restructuring Fee, other than on account of a proof of claim not having been filed with respect to the Macquarie Restructuring Fee, are fully preserved;⁴

- m. any individual holder of a claim for principal, interest, or applicable fees or charges (a "Debt Claim") on account of any note, bond, or debenture issued by the Debtors pursuant to an indenture (an "Indenture") or a credit agreement (a "Credit Agreement") with respect to such claim;
- n. any entity holding a claim for which a separate deadline is fixed by the Court;
- o. pursuant to Local Rule 3002-1(a) and section 503(b)(1)(D) of the Bankruptcy Code, governmental entities holding claims covered by section 503(b)(1)(B) or (C) of the Bankruptcy Code; and
- p. claims for fees and expenses of professionals retained in these proceedings.

IV. INSTRUCTIONS FOR FILING PROOFS OF CLAIM

The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. Contents. Each Proof of Claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- b. Section 503(b)(9) Claim. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. Original Signatures Required. Only original Proofs of Claim may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.

⁴ Capitalized terms used but not otherwise defined in this subparagraph have the meanings ascribed to them in the Final DIP Order.

- d. Identification of the Debtor Entity. Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (No. 16-10287) or otherwise without identifying a specific Debtor, will be deemed as filed only against Horsehead Holding Corp.
- e. Claim Against Multiple Debtor Entities. Each Proof of Claim must state a claim against only one Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against the first-listed Debtor.
- f. Supporting Documentation. Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; provided, however, that any creditor that received such written consent shall be required to transmit such writings to Debtors' counsel upon request no later than ten days from the date of such request.⁵
- g. Timely Service. Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail or other hand delivery system, so as to be actually received by the Claims and Noticing Agent on or before the applicable Bar Date (or, where applicable, on or before any other bar date as set forth herein or by order of the Court) at the following address:

⁵ Similarly, to the extent that any supporting documentation may be required to be submitted with any Administrative Claim, upon prior written consent of Debtors' counsel, such Administrative Claim may include a summary of such documentation or an explanation as to why such documentation is not available; provided, however, that any creditor that received such written consent shall be required to transmit such writings to Debtors' counsel upon request no later than ten (10) days from the date of such request.

If by first-class mail, send to:

Horsehead Holding Corp., Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
P.O. Box 4421
Beaverton, Oregon 97076-4421

If by hand delivery or overnight mail, send to:

Horsehead Holding Corp., Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
10300 SW Allen Blvd.
Beaverton, Oregon 97005

PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.

- h. Receipt of Service. Claimants wishing to receive acknowledgment that their Proofs of Claim were received by the Claims and Noticing Agent must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Claims and Noticing Agent) and (ii) a self-addressed, stamped envelope.

V. CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM OR ADMINISTRATIVE CLAIM

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a Proof of Claim or Administrative Claim in accordance with the Bar Date Order on or before the applicable Bar Date, please be advised that:

- a. YOU MAY BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO);
- b. THE DEBTORS AND THEIR PROPERTY MAY BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO OR ARISING FROM SUCH CLAIM;
- c. YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND

- d. YOU MAY NOT BE PERMITTED TO VOTE ON ANY CHAPTER 11 PLAN FOR THE DEBTORS ON ACCOUNT OF THESE BARRED CLAIMS OR RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.

VI. AMENDMENTS TO THE DEBTORS' SCHEDULES

If, subsequent to the date of this Notice, the Debtors file a previously unfiled Schedule or amend or supplement their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against the Debtors reflected in the Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim on or before the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable to such claim, or (b) 5:00 p.m. prevailing Eastern Time on the date that is 21 days after the date that on which the Debtors provide notice of the filing, amendment or supplement to the Schedules (or another time period as may be fixed by the Court) (the "Amended Schedules Bar Date").

VII. RESERVATION OF RIGHTS

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

VIII. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more of the Debtor entities in the Debtors' Schedules. To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim forms regarding the nature, amount, and status of your claim(s). If the Debtors believe that you may hold claims against more than one Debtor entity, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim against one Debtor entity, as listed in the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, you may rely on the enclosed form, which sets forth the amount of your claim (if any) as scheduled; identifies the Debtor entity against which it is scheduled; specifies whether your claim is listed in the Schedules as disputed, contingent, or unliquidated; and identifies whether your claim is scheduled as a secured, unsecured priority, or unsecured non-priority claim.

As described above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor entity specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

IX. ADDITIONAL INFORMATION

Copies of the Debtors' Schedules, the Bar Date Order, and other information regarding these chapter 11 cases are available for inspection free of charge on the Claims and Noticing Agent's website at <http://dm.epiq11.com/Horsehead>. The Schedules and other filings in these chapter 11 cases also are available for a fee at the Court's website at <http://www.deb.uscourts.gov>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 9:00 a.m. and 4:30 p.m., prevailing Eastern Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

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If you require additional information regarding the filing of a proof of claim, you may contact the Claims and Noticing Agent directly by writing to: Horsehead Holding Corp., c/o Epiq Bankruptcy Solutions, LLC, P.O. Box 4421, Beaverton, Oregon 97076-4421, or contact the Debtors' restructuring hotline at: (800) 572-0455.

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.

Wilmington, Delaware

Dated: _____, 2016

Laura Davis Jones (DE Bar No. 2436)
James E. O'Neill (DE Bar No. 4042)
Joseph M. Mulvihill (DE Bar No. 6061)
PACHULSKI STANG ZIEHL & JONES LLP
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
Email: ljones@pszjlaw.com
joneill@pszjlaw.com
jmulvihill@pszjlaw.com

- and -

James H.M. Sprayregen, P.C.
Patrick J. Nash Jr., P.C. (admitted *pro hac vice*)
Ryan Preston Dahl (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: patrick.nash@kirkland.com
ryan.dahl@kirkland.com

*Proposed Co-Counsel for the
Debtors and Debtors in Possession*

EXHIBIT 3

Publication Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

HORSEHEAD HOLDING CORP., et al.,¹

Debtors.

) Chapter 11

) Case No. 16-10287 (CSS)

) Jointly Administered

**NOTICE OF DEADLINES FOR THE FILING OF (A) PROOFS OF CLAIM,
INCLUDING CLAIMS ARISING UNDER SECTION 503(B)(9) OF THE BANKRUPTCY
CODE, (B) ADMINISTRATIVE CLAIMS, AND (C) REJECTION DAMAGES CLAIMS**

THE CLAIMS BAR DATE IS APRIL 25, 2016

THE GOVERNMENTAL CLAIMS BAR DATE IS AUGUST 1, 2016

THE ADMINISTRATIVE CLAIMS BAR DATE IS APRIL 25, 2016

**THE REJECTION DAMAGES BAR DATE IS THE LATER OF (A) THE CLAIMS BAR
DATE OR THE GOVERNMENTAL BAR DATE, AS APPLICABLE; OR (B) THE DATE
THAT IS 21 DAYS FOLLOWING ENTRY OF AN ORDER APPROVING THE
REJECTION OF ANY EXECUTORY CONTRACT OR UNEXPIRED LEASE**

PLEASE TAKE NOTICE OF THE FOLLOWING:

Deadlines for Filing Proofs of Claim and Administrative Claims Arising Prior to the Administrative Claim Deadline. On _____, _____ the Court entered an order [Dkt. No. ____] the ("Bar Date Order")² establishing certain dates by which parties holding prepetition claims against the Debtors must file (a) proofs of claim ("Proofs of Claim"), including claims by governmental units, claims arising under section 503(b)(9) of the Bankruptcy Code, and Rejection Damages Claims, and (b) requests for payment of Administrative Claims (as defined herein) arising prior to the Administrative Claim Deadline (as defined herein).

DEBTOR **CASE NO.**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Horsehead Holding Corp. (7377); Horsehead Corporation (7346); Horsehead Metal Products, LLC (6504); The International Metals Reclamation Company, LLC (8892); and Zochem Inc. (4475). The Debtors' principal offices are located at 4955 Steubenville Pike, Suite 405, Pittsburgh, Pennsylvania 15205.

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

DEBTOR	CASE NO.
Horsehead Holding Corp	16-10287 (CSS)
Horsehead Corporation	16-10288 (CSS)
Horsehead Metal Products, LLC	16-10289 (CSS)
The International Metals Reclamation Company, LLC	16-10290 (CSS)
Zochem Inc.	16-10291 (CSS)

The Bar Dates.

The Claims Bar Date. Pursuant to the Bar Date Order, all entities, including individuals, partnerships, estates, and trusts who have a claim or potential claim against the Debtors, including claims arising under section 503(b)(9) of the Bankruptcy Code, that arose prior to the Petition Date, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before **April 25, 2016, at 5:00 p.m., prevailing Eastern Time** (the "**Claims Bar Date**").

Governmental Bar Date. Governmental entities who have a claim or potential claim against the Debtors that arose prior to the Petition Date, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before **August 1, 2016, at 5:00 p.m., prevailing Eastern Time** (the "**Governmental Bar Date**").

Administrative Claims Bar Date. Parties asserting Administrative Claims against the Debtors' estates arising between the Petition Date and April 1, 2016 (the "**Administrative Claims Deadline**") (but excluding claims for fees and expenses of professionals retained in these proceedings and claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code and governmental entities holding claims covered by section 503(b)(1)(B) or (C) of the Bankruptcy Code), are required to file a request for payment of such Administrative Claim arising prior to the Administrative Claim Deadline with the Court on or before **April 25, 2016 at 5:00 p.m., prevailing Eastern Time** (the "**Administrative Claims Bar Date**"); **provided that** the Administrative Claims Bar Date shall not apply to claims entitled to administrative priority that arise on or after the Petition Date in the ordinary course of the Debtors' business; and **provided, further,** that to the extent that the Administrative Claims of a governmental unit do not arise on or after the Petition Date in the ordinary course of the Debtors' business, requests for payments of Administrative Claims by governmental units for Administrative Claims arising between the Petition Date and April 1, 2016, shall be filed on or before August 1, 2016, at 5:00 p.m. prevailing Eastern Time.

Amended Schedules Bar Date. All parties asserting claims against the Debtors' estates that are affected by a previously unfiled Schedule or an amendment or supplement to the Schedules are required to file Proofs of Claim by the later of (a) the **Claims Bar Date** or the **Governmental Bar Date**, as applicable, or (b) **5:00 p.m., prevailing Eastern Time**, on the date that is 21 days from the date on which the Debtors provide notice of a previously unfiled Schedule or amendment or supplement to the Schedules (the "**Amended Schedules Bar Date**").

Rejection Damages Bar Date. All parties asserting claims against the Debtors' estates arising from the Debtors' rejection of an executory contract or unexpired lease must file a Proof of Claim by the later of (a) the **Claims Bar Date** or the **Governmental Bar Date**, as

applicable, or (b) 5:00 p.m. prevailing Eastern Time on the date that is 21 days following entry of an order approving such rejection (the "Rejection Damages Bar Date").

ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM, INCLUDING ANY CLAIMS ARISING UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE, OR WHO FAILS TO FILE AN ADMINISTRATIVE CLAIM WITH THE COURT, IN EACH CASE ON OR BEFORE THE APPLICABLE BAR DATE, MAY NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION ON ANY CHAPTER 11 PLAN.

Filing a Proof of Claim. Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail or other hand delivery system, so as to be **actually received** by Epiq Bankruptcy Solutions, LLC (the "Claims and Noticing Agent") on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other Bar Date as set forth herein) at one of the following addresses:

If by first-class mail, send to:

Horsehead Holding Corp., Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
P.O. Box 4421
Beaverton, Oregon 97076-4421

If by hand delivery or overnight mail, send to:

Horsehead Holding Corp., Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
10300 SW Allen Blvd.
Beaverton, Oregon 97005

Contents of Proofs of Claim. Each proof of claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) clearly identify the Debtor against which the claim is asserted (iv) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; (v) be signed by the claimant or by an authorized agent or legal representative of the claimant; and (vi) include as attachments any and all supporting documentation on which the claim is based. **Please note** that each proof of claim must state a claim against only one Debtor and clearly indicate the specific Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the proof of claim, a proof of claim is treated as if filed only against the first-listed Debtor, or if a proof of claim is otherwise filed without identifying a specific Debtor, the proof of claim may be deemed as filed only against Horsehead Holding Corp.

Section 503(b)(9) Requests for Payment. Any proof of claim asserting a claim arising under section 503(b)(9) of the Bankruptcy Code must also (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which such 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

Additional Information. If you have any questions regarding the claims process and/or you wish to obtain a copy of the Bar Date Notice, a proof of claim form or related documents you may do so by: (i) calling the Debtors' restructuring hotline at (800) 572-0455; (ii) visiting the Debtors' restructuring website at: <http://dm.epiq11.com/Horsehead>; and/or (iii) writing to Horsehead Holding Corp., c/o Epiq Bankruptcy Solutions, LLC, P.O. Box 4421, Beaverton, Oregon 97076-4421. **Please note** that the Claims and Noticing Agent **cannot** offer legal advice or advise whether you should file a proof of claim.

Wilmington, Delaware

Dated: _____, 2016

Laura Davis Jones (DE Bar No. 2436)
James E. O'Neill (DE Bar No. 4042)
Joseph M. Mulvihill (DE Bar No. 6061)
PACHULSKI STANG ZIEHL & JONES LLP
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
Email: ljones@pszjlaw.com
joneill@pszjlaw.com
jmulvihill@pszjlaw.com

- and -

James H.M. Sprayregen, P.C.
Patrick J. Nash Jr., P.C. (admitted *pro hac vice*)
Ryan Preston Dahl (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: patrick.nash@kirkland.com
ryan.dahl@kirkland.com

*Proposed Co-Counsel for the
Debtors and Debtors in Possession*

Exhibit B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
HORSEHEAD HOLDING CORP., <u>et al.</u> , ¹	)	Case No. 16-10287 (CSS)
Debtors.	)	Jointly Administered
	)	Re: Docket No. <u>—133</u>

ORDER (A) SETTING A BAR DATE FOR FILING PROOFS OF CLAIM, INCLUDING CLAIMS ARISING UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE, (B) SETTING A BAR DATE FOR THE FILING OF PROOFS OF CLAIM BY GOVERNMENTAL UNITS, (C) SETTING A BAR DATE FOR THE FILING OF REQUESTS FOR ALLOWANCE OF ADMINISTRATIVE EXPENSE CLAIMS, (D) SETTING AN AMENDED SCHEDULES BAR DATE, (E) SETTING A REJECTION DAMAGES BAR DATE, (F) APPROVING THE FORM OF AND MANNER FOR FILING PROOFS OF CLAIM, (G) APPROVING NOTICE OF THE BAR DATES, AND (H) GRANTING RELATED RELIEF

Upon the motion (the "Motion") of the above-captioned debtors (collectively, the "Debtors") for entry of this Bar Date Order;² (I) establishing the Claims Bar Date, including with respect to claims arising under section 503(b)(9) of the Bankruptcy Code; (II) establishing the Governmental Bar Date; (III) establishing the Administrative Claims Bar Date; (IV) establishing the Amended Schedules Bar Date; (V) establishing the Rejection Damages Bar Date; (VI) approving the form of and manner for filing Proofs of Claim; (VII) approving the Bar Date Notice and the Publication Notice; and (VIII) granting related relief; all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Horsehead Holding Corp. (7377); Horsehead Corporation (7346); Horsehead Metal Products, LLC (6504); The International Metals Reclamation Company, LLC (8892); and Zochem Inc. (4475). The Debtors' principal offices are located at 4955 Steubenville Pike, Suite 405, Pittsburgh, Pennsylvania 15205.

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

Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that notice of and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

I. The Bar Dates and Procedures for Filing Proofs of Claim and Administrative Claims

2. Each entity that asserts a claim against the Debtors that arose before the Petition Date shall be required to file an original, written Proof of Claim, substantially in the form attached hereto as Exhibit 1 or Official Form 410.³ Except in the cases of governmental units and certain other exceptions explicitly set forth herein, **all Proofs of Claim must be filed so that they are actually received on or before April 17~~25~~, 2016, at 5:00 p.m., prevailing**

³ Copies of Official Form 410 may be obtained: (a) from the Clams and Noticing Agent at no charge by: (i) accessing the website for the Clams and Noticing Agent at <http://dm.epiq11.com/Horsehead>; (b) writing to the Clams and Noticing Agent at Horsehead Holding Corp., c/o Epiq Bankruptcy Solutions, LLC, P.O. Box 4421, Beaverton, Oregon 97076-4421; (c) calling the Clams and Noticing Agent at (800) 572-0455; or (d) for a fee via PACER at <http://www.deb.uscourts.gov>.

Eastern Time (the "Claims Bar Date"), at the addresses and in the form set forth herein.

The Claims Bar Date applies to all types of claims against the Debtors that arose or are deemed to have arisen before the Petition Date, including claims arising under section 503(b)(9) of the Bankruptcy Code, except for claims specifically exempt from complying with the Claims Bar Date as set forth in the Motion or this Bar Date Order.

3. All governmental units holding claims (whether secured, unsecured priority, or unsecured non-priority) that arose (or are deemed to have arisen) prior to the Petition Date, must file Proofs of Claims, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party, **so that such Proofs of Claim are actually received on or before August 1, 2016, at 5:00 p.m., prevailing Eastern Time (the "Governmental Bar Date"), at the addresses and in the form set forth herein.**

4. All parties asserting a request for payment of Administrative Claims arising between the Petition Date and April 1, 2016 (the "Administrative Claims Deadline"), but excluding claims for fees and expenses of professionals retained in these proceedings and claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code, are required file a request for payment of such Administrative Claim with the Court and, if desired, a notice of hearing on such Administrative Claim⁴ **so that the Administrative Claim is actually filed with the Court on or before April 17, 2016 (the "Administrative Claims Bar Date"); 25, 2016 (the "Administrative Claims Bar Date"); provided that the Administrative Claims Bar Date shall not apply to claims entitled to administrative priority that arise on or after the Petition Date in the ordinary course of the Debtors' business; and provided, further, that to the extent that the**

⁴ Administrative Claims filed without a notice of hearing shall not be scheduled for hearing.

Administrative Claims of a governmental unit do not arise on or after the Petition Date in the ordinary course of the Debtors' business, requests for payments of Administrative Claims by governmental units for Administrative Claims arising between the Petition Date and April 1, 2016, shall be filed on or before August 1, 2016, at 5:00 p.m. prevailing Eastern Time.

5. If the Debtors file a previously unfiled Schedule or amend or supplement the Schedules after having given notice of the Bar Dates, the Debtors shall give notice by first-class mail of any filing, amendment or supplement to holders of claims affected thereby, and the deadline for those holders to file Proofs of Claim, if necessary, be set as the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, or (b) 5:00 p.m. prevailing Eastern Time on the date that is 21 days from the date the notice of the filing, amendment or supplement is given (or another time period as may be fixed by the Court) (the "Amended Schedules Bar Date").

6. Unless otherwise ordered, all entities asserting claims arising from the rejection of executory contracts and unexpired leases of the Debtors shall file a Proof of Claim on account of such rejection by the later of: (a) the Claims Bar Date or the Governmental Bar Date, as applicable; or (b) 5:00 p.m. prevailing Eastern Time on the date that is 21 days following entry of an order approving the rejection of any such executory contract or unexpired lease (the "Rejection Damages Bar Date").

7. All Proofs of Claim must be filed so as to be actually received by the Claims and Noticing Agent on or before the applicable Bar Date. In addition, all Administrative Claims must be filed with the Court so as to be actually received by the Court by the Administrative Claims Bar Date. If Proofs of Claim and Administrative Claims are not received by the Claims and Noticing Agent or the Court, as applicable, on or before the applicable Bar Date, except in

the case of certain exceptions explicitly set forth herein, the holders of the underlying claims shall be barred from asserting such claims against the Debtors and precluded from voting on any chapter 11 plans filed in these chapter 11 cases and/or receiving distributions from the Debtors on account of such claims in these chapter 11 cases.

II. Parties Required to File Proofs of Claim and Administrative Claims

8. The following categories of claimants shall be required to file a Proof of Claim or Administrative Claim arising prior to the Administrative Claim Deadline by the applicable Bar Date:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as contingent, unliquidated, or disputed if such entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any entity that believes that its prepetition claims as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the schedules;
- d. any entity who believes that its claim against a Debtor is or may be an administrative expense that arises between the Petition Date and the Administrative Claims ~~Bar Date~~Deadline (excluding claims for fees and expenses of professionals retained in these proceedings and claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code); and provided that the Administrative Claims Bar Date shall not apply to claims entitled to administrative priority that arise on or after the Petition Date in the ordinary course of the Debtors' business; and provided, further, that to the extent that the Administrative Claims of a governmental unit do not arise on or after the Petition Date in the ordinary course of the Debtors' business, requests for payments of Administrative Claims by governmental units for Administrative Claims arising between the Petition Date and April 1, 2016, shall be filed on or before August 1, 2016, at 5:00 p.m. prevailing Eastern Time; and

- e. any entity who believes that its claim against a Debtor is or may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.

III. Parties Exempted from the Bar Dates

9. The following categories of claimants shall not be required to file a Proof of Claim or Administrative Claim arising prior to the Administrative Claim Deadline by the applicable Bar Date:

- a. any entity that already has filed a signed Proof of Claim against the respective Debtor(s) with the clerk of the Court or with the Claims and Noticing Agent in a form substantially similar to Official Form 410;
- b. any entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as any of "disputed," "contingent," or "unliquidated;" (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any entity whose claim has previously been allowed by order of the Court;
- d. any entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- e. any Debtor having a claim (or any transferee for security of any such Debtor that has a claim) against another Debtor;
- f. any of the Debtors' non-Debtor affiliates having a claim (or any transferee for security of any such non-Debtor affiliate that has a claim) against any Debtor;
- f.g. any entity whose claim is solely against any of the Debtors' non-Debtor affiliates;
- g.h. any holder of an equity interest in the Debtors need not file a proof of interest with respect to the ownership of such equity interest at this time; provided, however, that any holder of an equity interest who wishes to assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, must file a proof of claim asserting such claim on or prior to the Claims Bar Date pursuant to procedures set forth herein;
- h.i. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business for wages, commissions, or benefits; provided, however, that a current employee

must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;

~~i.~~ any current or former officer, director, or employee for claims based on indemnification, contribution, or reimbursement;

~~j-k.~~ the Prepetition Senior Secured Notes Indenture Trustee, ~~the Prepetition Senior Secured Notes Collateral Agent~~, any Prepetition Senior Secured Noteholder, the Zochem Agents, the Zochem Lender, PNC, the Prepetition Unsecured Notes Indenture Trustee, any Prepetition Unsecured Noteholder (each as defined in the ~~Interim-DIP Orders~~) in each case ~~(x)~~ to the extent provided by ~~either or both of the Interim-DIP Order; Orders.~~ ~~(y)~~ to preserve any claims for contingent or unliquidated amounts, or (z) to preserve the right to claim postpetition interest, fees, costs or charges (to the extent any of them ultimately is determined to be entitled thereto);⁵

~~k.~~ any individual holder of a claim for principal, interest, or applicable fees or charges (a "Debt Claim") on account of any note, bond, or debenture issued by the Debtors pursuant to an indenture (an "Indenture") or a credit agreement (a "Credit Agreement") with respect to such claim;

~~l.~~ any entity holding a claim for which a separate deadline is fixed by the Court; and

l. consistent with Paragraph 5 (d) of the Final DIP Order which provides that the Prepetition Macquarie Facility Parties are not required to file a proof of claim with regard to the Macquarie Credit Facility Obligations or the Prepetition Macquarie Liens, none of the Prepetition Macquarie Facility Parties shall be required to file a proof of claim with respect to the claim for payment of the Macquarie Restructuring Fee, whether or not the Debtors have stipulated to the fixing or allowance of the Macquarie Restructuring Fee or the Macquarie Restructuring Fee has otherwise been determined by the Court to be a part of the Macquarie Credit Facility Obligations as of the Claims Bar Date and such claim shall be deemed to have been filed prior to the Claim Bar Date; provided, however, in accordance with paragraph 5(g) of the Final DIP Order, the rights of any party to dispute the Macquarie Restructuring Fee, other than on account of

⁵ The "~~Interim-DIP Order~~" means ~~Orders~~ mean that certain *Interim Order (A) Authorizing the Debtors to Obtain Postpetition Secured Financing Pursuant to Section 364 of the Bankruptcy Code, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Adequate Protection to the Prepetition Secured Parties, (D) Scheduling a Final Hearing, and (E) Granting Related Relief* entered by the Court on February 4, 2016 [Dkt. No. 81-81] and that certain *Final Order (A) Authorizing the Debtors to Obtain Postpetition Secured Financing Pursuant to Section 364 of the Bankruptcy Code, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Adequate Protection to the Prepetition Secured Parties, (D) Scheduling a Final Hearing, and (E) Granting Related Relief* entered by the Court on March 3, 2016 [Dkt. No. 252] (the "DIP Final Order").

a proof of claim not having been filed with respect to the Macquarie Restructuring Fee, are fully preserved;⁶

m. any individual holder of a claim for principal, interest, or applicable fees or charges (a "Debt Claim") on account of any note, bond, or debenture issued by the Debtors pursuant to an indenture (an "Indenture") or a credit agreement (a "Credit Agreement") with respect to such claim;

n. any entity holding a claim for which a separate deadline is fixed by the Court;

o. pursuant to Local Rule 3002-1(a) and section 503(b)(1)(D) of the Bankruptcy Code, governmental entities holding claims covered by section 503(b)(1)(B) or (C) of the Bankruptcy Code; and

m-p. claims for fees and expenses of professionals retained in these proceedings.

IV. Substantive Requirements of Proofs of Claim

10. The following requirements shall apply with respect to filing and preparing each

Proof of Claim:

a. Contents. Each Proof of Claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.

b. Section 503(b)(9) Claim. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

c. Original Signatures Required. Only original Proofs of Claim may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.

⁶ Capitalized terms used but not otherwise defined in this subparagraph have the meanings ascribed to them in the DIP Final Order.

- d. Identification of the Debtor Entity. Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (No. 16-10287) or otherwise without identifying a specific Debtor, will be deemed as filed only against Horsehead Holding Corp.
- e. Claim Against Multiple Debtor Entities. Each Proof of Claim must state a claim against only one Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against the first-listed Debtor.
- f. Supporting Documentation. Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; provided, however, that any creditor that received such written consent shall be required to transmit such writings to Debtors' counsel upon request no later than ten days from the date of such request.⁷
- g. Timely Service. Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail or other hand delivery system, so as to be actually received by the Claims and Noticing Agent on or before the applicable Bar Date (or, where applicable, on or before any other bar date as set forth herein or by order of the Court) at the following address:

⁷ Similarly, to the extent that any supporting documentation may be required to be submitted with any Administrative Claim, upon prior written consent of Debtors' counsel, such Administrative Claim may include a summary of such documentation or an explanation as to why such documentation is not available; provided, however, that any creditor that received such written consent shall be required to transmit such writings to Debtors' counsel upon request no later than ten (10) days from the date of such request.

If by first-class mail, send to:

Horsehead Holding Corp., Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
P.O. Box 4421
Beaverton, Oregon 97076-4421

If by hand delivery or overnight mail, send to:

Horsehead Holding Corp., Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
10300 SW Allen Blvd.
Beaverton, Oregon 97005

PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.

- h. Receipt of Service. Claimants wishing to receive acknowledgment that their Proofs of Claim were received by the Claims and Noticing Agent must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Claims and Noticing Agent) and (ii) a self-addressed, stamped envelope.

V. Identification of Known Creditors

11. The Debtors shall mail notice of the Bar Dates only to their known creditors, and such mailing shall be made to the last known mailing address for each such creditor.

VI. Procedures for Providing Notice of the Bar Date

A. Mailing of Bar Date Notices

12. No later than three business days after the Court enters this Bar Date Order, the Debtors shall cause a written notice of the Bar Dates, substantially in the form attached hereto as Exhibit 2 (the "Bar Date Notice") and a Proof of Claim Form (together, the "Bar Date Package") to be mailed via first class mail to the following entities:

- a. the Office of the United States Trustee for the District of Delaware;
- b. the Office of the United States Attorney for the District of Delaware;
- c. any official committee appointed in these chapter 11 cases;
- d. the entities listed on the Consolidated List of Creditors Holding the 50 Largest Unsecured Claims;
- e. counsel to PNC Bank, N.A.;
- f. counsel to Macquarie Bank Limited;
- g. the indenture trustee under the Debtors' 10.50% senior secured notes;
- h. the indenture trustee under the Debtors' 9.00% senior secured notes;
- i. the indenture trustee under the Debtors' 3.80% convertible senior secured notes;
- j. Banco Bilbao Vizcaya Argentina, S.A.;
- k. all creditors and other known holders of claims against the Debtors as of the date of entry of the Bar Date Order, including all entities listed in the Schedules as holding claims against the Debtors;
- l. all entities that have requested notice of the proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date the Bar Date Order is entered;
- m. all entities that have filed proofs of claim in these chapter 11 cases as of the date of the Bar Date Order;
- n. all known non-Debtor equity and interest holders of the Debtors as of the date the Bar Date Order is entered;
- o. all entities who are party to executory contracts and unexpired leases with the Debtors;
- p. all entities who are party to litigation with the Debtors;
- q. all current and former employees (to the extent that contact information for former employees is available in the Debtors' records);
- r. all regulatory authorities that regulate the Debtors' businesses, including consumer protection, environmental, and permitting authorities;
- s. all taxing authorities for the jurisdictions in which the Debtors maintain or conduct business;

- t. the state attorneys general for states in which the Debtors conduct business;
- u. the Financial Services Commission of Ontario (FSCO);
- v. Unifor Local 591G;
- w. the United States Internal Revenue Service;
- x. the United States Environmental Protection Agency; and
- y. the United States Securities and Exchange Commission.

13. The Debtors shall provide all known creditors listed in the Debtors' Schedules with a "personalized" Proof of Claim Form, which will identify how the Debtors have scheduled the creditors' claim in the Schedules, including, without limitation: (a) the identity of the Debtor against which the creditor's claim is scheduled; (b) the amount of the scheduled claim, if any; (c) whether the claim is listed as contingent, unliquidated, or disputed; and (d) whether the claim is listed as secured, unsecured priority, or unsecured non-priority. Each creditor shall have an opportunity to inspect the Proof of Claim Form provided by the Debtors and correct any information that is missing, incorrect, or incomplete. Additionally, any creditor may choose to submit a Proof of Claim on a different form as long as it is substantially similar to Official Form 410.

14. After the initial mailing of the Bar Date Packages, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that: (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known as the result of the Bar Date mailing process. In this regard, the Debtors may make supplemental mailings of the Bar Date Package in these and similar circumstances at any

time up to 21 days in advance of the Bar Date, with any such mailings being deemed timely and the appropriate Bar Date being applicable to the recipient creditors.

B. Publication of Bar Date Notice

15. The Debtors shall cause notice of the Bar Dates to be given by publication to creditors to whom notice by mail is impracticable, including creditors who are unknown or not reasonably ascertainable by the Debtors and creditors whose identities are known but whose addresses are unknown by the Debtors. Specifically, the Debtors shall cause the Publication Notice, in substantially the form annexed hereto as Exhibit 3, to be published on one occasion in *USA Today* (National Edition) and *The Globe and Mail* on or before March 25~~31~~, 2016, thus satisfying the requirements of Bankruptcy Rule 2002(a)(7) that such notice be published at least 21 days before the Claims Bar Date.

VII. Consequences of Failure to File a Proof of Claim

16. ~~Any~~Subject to section 506(d)(2) of the Bankruptcy Code, any entity who is required, but fails, to file a Proof of Claim or an Administrative Claim arising prior to the Administrative Claim Deadline in accordance with the Bar Date Order on or before the applicable Bar Date ~~shall~~may be forever barred, estopped, and enjoined from asserting such claim against the Debtors (or filing a Proof of Claim or Administrative Claim with respect thereto) and the Debtors and their property ~~shall~~may be forever discharged from any and all indebtedness or liability with respect to or arising from such claim. Without limiting the foregoing sentence, any creditor asserting a claim entitled to priority pursuant to section 503(b)(9) of the Bankruptcy Code that fails to file a proof of claim in accordance with this Bar Date Order ~~shall~~may not be entitled to any priority treatment on account of such claim pursuant to section 503(b)(9) of the Bankruptcy Code, regardless of whether such claim is identified on Schedule F of the Schedules as not contingent, not disputed, and not unliquidated.

VIII. Miscellaneous

17. The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this Bar Date Order in accordance with the Motion.

18. The terms and conditions of this Bar Date Order shall be immediately effective and enforceable upon entry of the Bar Date Order.

19. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Bar Date Order.

Dated: _____, 2016
Wilmington, Delaware

The Honorable Christopher S. Sontchi
United States Bankruptcy Judge

EXHIBIT 1

Proof of Claim Form

EXHIBIT 2

Bar Date Notice

For your convenience, enclosed with this notice (this "Notice") is a Proof of Claim form, which identifies on its face the amount, nature, and classification of your claim(s), if any, listed in the Debtors' schedules of assets and liabilities filed in these cases (the "Schedules"). If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple Proof of Claim forms, each of which will reflect the nature and amount of your claim as listed in the Schedules.

As used in this Notice, the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and the Office of the United States Trustee for the District of Delaware. In addition, the terms "persons" and "governmental units" are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term "claim" means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

I. THE BAR DATES

The Bar Date Order establishes the following bar dates for filing Proofs of Claim and Administrative Claims in these chapter 11 cases (the "Bar Dates").

- a. The Claims Bar Date. Pursuant to the Bar Date Order, except as described below, all entities holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date, including claims arising under section 503(b)(9) of the Bankruptcy Code, are required to file Proofs of Claim so that such Proofs of Claim are actually received by the Claims and Noticing Agent by the Claims Bar Date (i.e., on or before April 17th, 2016, at 5:00 p.m., prevailing Eastern Time). The Claims Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including, without limitation, secured claims, unsecured priority claims, unsecured non-priority claims, and claims arising under section 503(b)(9) of the Bankruptcy Code.
- b. The Governmental Bar Date. Pursuant to the Bar Date Order, all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date are required to file proofs of claim so that such Proofs of Claim are actually received by the Claims and Noticing Agent by the Governmental Bar Date (i.e., by August 1, 2016, at 5:00 p.m., prevailing Eastern Time). The Governmental Bar Date applies to all governmental units holding claims against the Debtors (whether secured,

unsecured priority, or unsecured non-priority) that arose prior to the Petition Date, including, without limitation, governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.

- c. The Administrative Claims Bar Date. Pursuant to the Bar Date Order, all claimants holding Administrative Claims against the Debtors' estates arising between the Petition Date and April 1, 2016 (the "Administrative Claims Deadline"), excluding claims for fees and expenses of professionals retained in these proceedings and claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code and claims held by governmental entities covered by section 503(b)(1)(B) or (C) of the Bankruptcy Code, are required to file a request for payment of such Administrative Claim with the Court and, if desired, a notice of hearing on such Administrative Claim by the Administrative Claims Bar Date (i.e., on or before April 17th, 2016 at 5:00 p.m. prevailing Eastern Time). provided that the Administrative Claims Bar Date shall not apply to claims entitled to administrative priority that arise on or after the Petition Date in the ordinary course of the Debtors' business; and provided, further, that to the extent that the Administrative Claims of a governmental unit do not arise on or after the Petition Date in the ordinary course of the Debtors' business, requests for payments of Administrative Claims by governmental units for Administrative Claims arising between the Petition Date and April 1, 2016, shall be filed on or before August 1, 2016, at 5:00 p.m. prevailing Eastern Time.

- d. The Amended Schedules Bar Date. Pursuant to the Bar Date Order, all parties asserting claims against the Debtors' estates that are affected by a previously unfiled Schedule or amendment or supplement to the Schedules are required to file Proofs of Claim so that such Proofs of Claim are actually received by the Claims and Noticing Agent by the Amended Schedules Bar Date (i.e., by the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, or (b) 5:00 p.m., prevailing Eastern Time, on the date that is 21 days from the date on which the Debtors provide notice of such filing, amendment or supplement).
- e. The Rejection Damages Bar Date. Pursuant to the Bar Date Order, all parties asserting claims against the Debtors' estates arising from the Debtors' rejection of an executory contract or unexpired lease are required to file Proofs of Claim with respect to such rejection so that such Proofs of Claim are actually received by the Claims and Noticing Agent by the Rejection Damages Bar Date (i.e., by the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, or (b) 5:00 p.m., prevailing Eastern Time, on the date that is 21 days following entry of an order approving such rejection).

II. WHO MUST FILE A PROOF OF CLAIM OR ADMINISTRATIVE CLAIM

Except as otherwise set forth herein, the following entities holding claims against the Debtors that arose (or that are deemed to have arisen) prior to the Petition Date must file Proofs of Claim or Administrative Claims on or before the applicable Bar Date:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as contingent, unliquidated, or disputed if such entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any entity that believes that its prepetition claims as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the schedules;
- d. any entity who believes that its claim against a Debtor is or may be an administrative expense that arises between the Petition Date and ~~January 3, 2014~~ April 1, 2016 (excluding claims for fees and expenses of professionals retained in these proceedings and claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code); and provided that the Administrative Claims Bar Date shall not apply to claims entitled to

administrative priority that arise on or after the Petition Date in the ordinary course of the Debtors' business; and provided, further, that to the extent that the Administrative Claims of a governmental unit do not arise on or after the Petition Date in the ordinary course of the Debtors' business, requests for payments of Administrative Claims by governmental units for Administrative Claims arising between the Petition Date and April 1, 2016, shall be filed on or before August 1, 2016, at 5:00 p.m. prevailing Eastern Time; and

- e. any entity who believes that its claim against a Debtor is or may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.

III. PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM OR ADMINISTRATIVE CLAIM

Certain parties are not required to file Proofs of Claim or Administrative Claims arising prior to the Administrative Claim Deadline. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Proofs of Claim or Administrative Claims for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the Bar Dates need not file Proofs of Claims or Administrative Claims:

- a. any entity that already has filed a signed Proof of Claim against the respective Debtor(s) with the clerk of the Court or with the Claims and Noticing Agent in a form substantially similar to Official Form 410;
- b. any entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as any of "disputed," "contingent," or "unliquidated;" (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any entity whose claim has previously been allowed by order of the Court;
- d. any entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- e. any Debtor having a claim (or any transferee for security of any such Debtor that has a claim) against another Debtor;
- f. any of the Debtors' non-Debtor affiliates having a claim (or any transferee for security of any such non-Debtor affiliate that has a claim) against any Debtor;
- f.g. any entity whose claim is solely against any of the Debtors' non-Debtor affiliates;

- g.h. any holder of an equity interest in the Debtors need not file a proof of interest with respect to the ownership of such equity interest at this time; provided, however, that any holder of an equity interest who wishes to assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, must file a proof of claim asserting such claim on or prior to the Claims Bar Date pursuant to procedures set forth herein;
- h.i. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business for wages, commissions, or benefits; provided, however, that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- i.j. any current or former officer, director, or employee for claims based on indemnification, contribution, or reimbursement;
- j.k. the Prepetition Senior Secured Notes Indenture Trustee, the Prepetition Senior Secured Notes Collateral Agent, any Prepetition Senior Secured Noteholder, the Zochem Agents, the Zochem Lender, PNC, the Prepetition Unsecured Notes Indenture Trustee, any Prepetition Unsecured Noteholder (each as defined in the Interim-DIP Orders) in each case (x) to the extent provided by either or both of the Interim-DIP Order; Orders. (y) to preserve any claims for contingent or unliquidated amounts, or (z) to preserve the right to claim postpetition interest, fees, costs or charges (to the extent any of them ultimately is determined to be entitled thereto);³
- l. consistent with Paragraph 5 (d) of the Final DIP Order which provides that the Prepetition Macquarie Facility Parties are not required to file a proof of claim with regard to the Macquarie Credit Facility Obligations or the Prepetition Macquarie Liens, none of the Prepetition Macquarie Facility Parties shall be required to file a proof of claim with respect to the claim for payment of the Macquarie Restructuring Fee, whether or not the Debtors have stipulated to the fixing or allowance of the Macquarie Restructuring Fee or the Macquarie Restructuring Fee has otherwise been determined by the Court to be a part of the Macquarie Credit Facility Obligations as of the Claims Bar Date and such claim shall be deemed to

³ The "Interim-DIP Order" means Orders mean that certain Interim Order (A) Authorizing the Debtors to Obtain Postpetition Secured Financing Pursuant to Section 364 of the Bankruptcy Code, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Adequate Protection to the Prepetition Secured Parties, (D) Scheduling a Final Hearing, and (E) Granting Related Relief entered by the Court on February 4, 2016 [Docket No. 81]; Dkt. No. 81 and that certain Final Order (A) Authorizing the Debtors to Obtain Postpetition Secured Financing Pursuant to Section 364 of the Bankruptcy Code, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Adequate Protection to the Prepetition Secured Parties, (D) Scheduling a Final Hearing, and (E) Granting Related Relief entered by the Court on March 3, 2016 [Dkt. No. 252] (the "DIP Final Order").

have been filed prior to the Claim Bar Date; provided, however, that without limiting the Final DIP Order (including paragraph 5(g) thereof), the rights of any party to dispute the Macquarie Restructuring Fee, other than on account of a proof of claim not having been filed with respect to the Macquarie Restructuring Fee, are fully preserved;⁴

- m. any individual holder of a claim for principal, interest, or applicable fees or charges (a "Debt Claim") on account of any note, bond, or debenture issued by the Debtors pursuant to an indenture (an "Indenture") or a credit agreement (a "Credit Agreement") with respect to such claim;
- n. any entity holding a claim for which a separate deadline is fixed by the Court;
- o. pursuant to Local Rule 3002-1(a) and section 503(b)(1)(D) of the Bankruptcy Code, governmental entities holding claims covered by section 503(b)(1)(B) or (C) of the Bankruptcy Code; and
- k.a. any individual holder of a claim for principal, interest, or applicable fees or charges (a "Debt Claim") on account of any note, bond, or debenture issued by the Debtors pursuant to an indenture (an "Indenture") or a credit agreement (a "Credit Agreement") with respect to such claim;
- l. any entity holding a claim for which a separate deadline is fixed by the Court; and
- m.p. claims for fees and expenses of professionals retained in these proceedings.

IV. INSTRUCTIONS FOR FILING PROOFS OF CLAIM

The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. Contents. Each Proof of Claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- b. Section 503(b)(9) Claim. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular

⁴ Capitalized terms used but not otherwise defined in this subparagraph have the meanings ascribed to them in the Final DIP Order.

invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

- c. Original Signatures Required. Only original Proofs of Claim may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- d. Identification of the Debtor Entity. Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (No. 16-10287) or otherwise without identifying a specific Debtor, will be deemed as filed only against Horsehead Holding Corp.
- e. Claim Against Multiple Debtor Entities. Each Proof of Claim must state a claim against only one Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against the first-listed Debtor.
- f. Supporting Documentation. Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; provided, however, that any creditor that received such written consent shall be required to transmit such writings to Debtors' counsel upon request no later than ten days from the date of such request.⁵
- g. Timely Service. Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail or other hand delivery system, so as to be actually received by the Claims and Noticing Agent on or before the applicable Bar Date (or, where applicable, on or before any other bar date as set forth herein or by order of the Court) at the following address:

⁵ Similarly, to the extent that any supporting documentation may be required to be submitted with any Administrative Claim, upon prior written consent of Debtors' counsel, such Administrative Claim may include a summary of such documentation or an explanation as to why such documentation is not available; provided, however, that any creditor that received such written consent shall be required to transmit such writings to Debtors' counsel upon request no later than ten (10) days from the date of such request.

If by first-class mail, send to:

Horsehead Holding Corp., Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
P.O. Box 4421
Beaverton, Oregon 97076-4421

If by hand delivery or overnight mail, send to:

Horsehead Holding Corp., Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
10300 SW Allen Blvd.
Beaverton, Oregon 97005

PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.

- h. Receipt of Service. Claimants wishing to receive acknowledgment that their Proofs of Claim were received by the Claims and Noticing Agent must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Claims and Noticing Agent) and (ii) a self-addressed, stamped envelope.

V. CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM OR ADMINISTRATIVE CLAIM

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a Proof of Claim or Administrative Claim in accordance with the Bar Date Order on or before the applicable Bar Date, please be advised that:

- a. YOU ~~WILL~~MAY BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO);
- b. THE DEBTORS AND THEIR PROPERTY ~~SHALL~~MAY BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO OR ARISING FROM SUCH CLAIM;
- c. YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND

- d. ~~YOU WILL~~MAY NOT BE PERMITTED TO VOTE ON ANY CHAPTER 11 PLAN FOR THE DEBTORS ON ACCOUNT OF THESE BARRED CLAIMS OR RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.

VI. AMENDMENTS TO THE DEBTORS' SCHEDULES

If, subsequent to the date of this Notice, the Debtors file a previously unfiled Schedule or amend or supplement their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against the Debtors reflected in the Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim on or before the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable to such claim, or (b) 5:00 p.m. prevailing Eastern Time on the date that is 21 days after the date that on which the Debtors provide notice of the filing, amendment or supplement to the Schedules (or another time period as may be fixed by the Court) (the "Amended Schedules Bar Date").

VII. RESERVATION OF RIGHTS

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

VIII. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more of the Debtor entities in the Debtors' Schedules. To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim forms regarding the nature, amount, and status of your claim(s). If the Debtors believe that you may hold claims against more than one Debtor entity, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim against one Debtor entity, as listed in the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, you may rely on the enclosed form, which sets forth the amount of your claim (if any) as scheduled; identifies the Debtor entity against which it is scheduled; specifies whether your claim is listed in the Schedules as disputed, contingent, or unliquidated; and identifies whether your claim is scheduled as a secured, unsecured priority, or unsecured non-priority claim.

As described above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor entity specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

IX. ADDITIONAL INFORMATION

Copies of the Debtors' Schedules, the Bar Date Order, and other information regarding these chapter 11 cases are available for inspection free of charge on the Claims and Noticing Agent's website at <http://dm.epiq11.com/Horsehead>. The Schedules and other filings in these chapter 11 cases also are available for a fee at the Court's website at <http://www.deb.uscourts.gov>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 9:00 a.m. and 4:30 p.m., prevailing Eastern Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

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If you require additional information regarding the filing of a proof of claim, you may contact the Claims and Noticing Agent directly by writing to: Horsehead Holding Corp., c/o Epiq Bankruptcy Solutions, LLC, P.O. Box 4421, Beaverton, Oregon 97076-4421, or contact the Debtors' restructuring hotline at: (800) 572-0455.

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.

Wilmington, Delaware
Dated: _____, 2016

Laura Davis Jones (DE Bar No. 2436)
James E. O'Neill (DE Bar No. 4042)
Joseph M. Mulvihill (DE Bar No. 6061)
PACHULSKI STANG ZIEHL & JONES LLP
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
Email: ljones@pszjlaw.com
joneill@pszjlaw.com
jmulvihill@pszjlaw.com

- and -

James H.M. Sprayregen, P.C.
Patrick J. Nash Jr., P.C. (admitted *pro hac vice*)
Ryan Preston Dahl (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: patrick.nash@kirkland.com
ryan.dahl@kirkland.com

*Proposed Co-Counsel for the
Debtors and Debtors in Possession*

EXHIBIT 3

Publication Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
HORSEHEAD HOLDING CORP., <u>et al.</u> , ¹	)	Case No. 16-10287 (CSS)
Debtors.	)	Jointly Administered

NOTICE OF DEADLINES FOR THE FILING OF (A) PROOFS OF CLAIM, INCLUDING CLAIMS ARISING UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE, (B) ADMINISTRATIVE CLAIMS, AND (C) REJECTION DAMAGES CLAIMS

THE CLAIMS BAR DATE IS APRIL 17~~25~~, 2016

THE GOVERNMENTAL CLAIMS BAR DATE IS AUGUST 1, 2016

THE ADMINISTRATIVE CLAIMS BAR DATE IS APRIL 17~~25~~, 2016

THE REJECTION DAMAGES BAR DATE IS THE LATER OF (A) THE CLAIMS BAR DATE OR THE GOVERNMENTAL BAR DATE, AS APPLICABLE; OR (B) THE DATE THAT IS 21 DAYS FOLLOWING ENTRY OF AN ORDER APPROVING THE REJECTION OF ANY EXECUTORY CONTRACT OR UNEXPIRED LEASE

PLEASE TAKE NOTICE OF THE FOLLOWING:

Deadlines for Filing Proofs of Claim and Administrative Claims Arising Prior to the Administrative Claim Deadline. On _____, _____ the Court entered an order [Dkt. No. ___] the ("**Bar Date Order**")² establishing certain dates by which parties holding prepetition claims against the Debtors must file (a) proofs of claim ("**Proofs of Claim**"), including claims by governmental units, claims arising under section 503(b)(9) of the Bankruptcy Code, and Rejection Damages Claims, and (b) requests for payment of Administrative Claims (as defined herein) arising prior to the Administrative Claim Deadline (as defined herein).

DEBTOR

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Horsehead Holding Corp. (7377); Horsehead Corporation (7346); Horsehead Metal Products, LLC (6504); The International Metals Reclamation Company, LLC (8892); and Zochem Inc. (4475). The Debtors' principal offices are located at 4955 Steubenville Pike, Suite 405, Pittsburgh, Pennsylvania 15205.

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

DEBTOR	CASE NO.
Horsehead Holding Corp	16-10287 (CSS)
Horsehead Corporation	16-10288 (CSS)
Horsehead Metal Products, LLC	16-10289 (CSS)
The International Metals Reclamation Company, LLC	16-10290 (CSS)
Zochem Inc.	16-10291 (CSS)

The Bar Dates.

The Claims Bar Date. Pursuant to the Bar Date Order, all entities, including individuals, partnerships, estates, and trusts who have a claim or potential claim against the Debtors, including claims arising under section 503(b)(9) of the Bankruptcy Code, that arose prior to the Petition Date, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before **April 17~~25~~, 2016, at 5:00 p.m., prevailing Eastern Time** (the "**Claims Bar Date**").

Governmental Bar Date. Governmental entities who have a claim or potential claim against the Debtors that arose prior to the Petition Date, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before **August 1, 2016, at 5:00 p.m., prevailing Eastern Time** (the "**Governmental Bar Date**").

Administrative Claims Bar Date. Parties asserting Administrative Claims against the Debtors' estates arising between the Petition Date and April 1, 2016 (the "**Administrative Claims Deadline**") (but excluding claims for fees and expenses of professionals retained in these proceedings and claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code and governmental entities holding claims covered by section 503(b)(1)(B) or (C) of the Bankruptcy Code), are required to file a request for payment of such Administrative Claim arising prior to the Administrative Claim Deadline with the Court on or before **April 17~~25~~, 2016 at 5:00 p.m., prevailing Eastern Time** (the "**Administrative Claims Bar Date**"); provided that the Administrative Claims Bar Date shall not apply to claims entitled to administrative priority that arise on or after the Petition Date in the ordinary course of the Debtors' business; and provided, further, that to the extent that the Administrative Claims of a governmental unit do not arise on or after the Petition Date in the ordinary course of the Debtors' business, requests for payments of Administrative Claims by governmental units for Administrative Claims arising between the Petition Date and April 1, 2016, shall be filed on or before August 1, 2016, at 5:00 p.m. prevailing Eastern Time.

Amended Schedules Bar Date. All parties asserting claims against the Debtors' estates that are affected by a previously unfiled Schedule or an amendment or supplement to the Schedules are required to file Proofs of Claim by the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, or (b) 5:00 p.m., prevailing Eastern Time, on the date that is 21 days from the date on which the Debtors provide notice of a previously unfiled Schedule or amendment or supplement to the Schedules (the "**Amended Schedules Bar Date**").

Rejection Damages Bar Date. All parties asserting claims against the Debtors' estates arising from the Debtors' rejection of an executory contract or unexpired lease must file a Proof of Claim by the later of (a) the Claims Bar Date or the Governmental Bar Date, as

applicable, or (b) 5:00 p.m. prevailing Eastern Time on the date that is 21 days following entry of an order approving such rejection (the "Rejection Damages Bar Date").

ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM, INCLUDING ANY CLAIMS ARISING UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE, OR WHO FAILS TO FILE AN ADMINISTRATIVE CLAIM WITH THE COURT, IN EACH CASE ON OR BEFORE THE APPLICABLE BAR DATE, SHALL MAY NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION ON ANY CHAPTER 11 PLAN.

Filing a Proof of Claim. Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail or other hand delivery system, so as to be **actually received** by Epiq Bankruptcy Solutions, LLC (the "Claims and Noticing Agent") on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other Bar Date as set forth herein) at one of the following addresses:

If by first-class mail, send to:

Horsehead Holding Corp., Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
P.O. Box 4421
Beaverton, Oregon 97076-4421

If by hand delivery or overnight mail, send to:

Horsehead Holding Corp., Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
10300 SW Allen Blvd.
Beaverton, Oregon 97005

Contents of Proofs of Claim. Each proof of claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) clearly identify the Debtor against which the claim is asserted (iv) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; (v) be signed by the claimant or by an authorized agent or legal representative of the claimant; and (vi) include as attachments any and all supporting documentation on which the claim is based. **Please note** that each proof of claim must state a claim against only one Debtor and clearly indicate the specific Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the proof of claim, a proof of claim is treated as if filed only against the first-listed Debtor, or if a proof of claim is otherwise filed without identifying a specific Debtor, the proof of claim may be deemed as filed only against Horsehead Holding Corp.

Section 503(b)(9) Requests for Payment. Any proof of claim asserting a claim arising under section 503(b)(9) of the Bankruptcy Code must also (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which such 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

Additional Information. If you have any questions regarding the claims process and/or you wish to obtain a copy of the Bar Date Notice, a proof of claim form or related documents you may do so by: (i) calling the Debtors' restructuring hotline at (800) 572-0455; (ii) visiting the Debtors' restructuring website at: <http://dm.epiq11.com/Horsehead>; and/or (iii) writing to Horsehead Holding Corp., c/o Epiq Bankruptcy Solutions, LLC, P.O. Box 4421, Beaverton, Oregon 97076-4421. **Please note** that the Claims and Noticing Agent **cannot** offer legal advice or advise whether you should file a proof of claim.

Wilmington, Delaware

Dated: _____, 2016

Laura Davis Jones (DE Bar No. 2436)
James E. O'Neill (DE Bar No. 4042)
Joseph M. Mulvihill (DE Bar No. 6061)
PACHULSKI STANG ZIEHL & JONES LLP
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
Email: ljones@pszjlaw.com
joneill@pszjlaw.com
jmulvihill@pszjlaw.com

- and -

James H.M. Sprayregen, P.C.
Patrick J. Nash Jr., P.C. (admitted *pro hac vice*)
Ryan Preston Dahl (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: patrick.nash@kirkland.com
ryan.dahl@kirkland.com

*Proposed Co-Counsel for the
Debtors and Debtors in Possession*

SCHEDULE "B"

[attached]

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
)	
HORSEHEAD HOLDING CORP., <u>et al.</u> , ¹	)	Case No. 16-10287 (CSS)
)	
Debtors.	)	Jointly Administered
)	
	)	Re: Docket No. 169

**AGREED ORDER ON MOTION OF TRAXYS NORTH AMERICA, LLC
FOR ORDER COMPELLING DEBTORS TO IMMEDIATELY ASSUME
OR REJECT EXECUTORY CONTRACTS [DOCKET NO. 169]**

Upon the *Motion of Traxys North America, LLC for Order Compelling Debtors to Immediately Assume or Reject Executory Contracts* [Docket No. 169] (the "Motion")², and upon the agreement of Traxys North America, LLC ("Traxys") and the above-captioned debtors in possession (the "Debtors"), this agreed order (this "Agreed Order") is made and entered into by the Debtors, on the one hand, and Traxys, and the other hand, through their respective counsel, and is made in reference to the following facts:

A. On February 2, 2016 (the "Petition Date"), each of the Debtors filed a petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b) [Docket No. 49]. No party has requested the appointment of a trustee or examiner in these chapter 11 cases. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Horsehead Holding Corp. (7377); Horsehead Corporation (7346); Horsehead Metal Products, LLC (6504); The International Metals Reclamation Company, LLC (8892); and Zochem Inc. (4475). The Debtors' principal offices are located at 4955 Steubenville Pike, Suite 405, Pittsburgh, Pennsylvania 15205.

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

Bankruptcy Code. On February 16, 2016, the United States Trustee for the District of Delaware appointed an official committee of unsecured creditors in these chapter 11 cases [Docket No. 129].

B. Before the Petition Date, Traxys and Debtor Zochem Inc. ("Zochem") entered into contracts (collectively, the "Contracts") whereby Traxys sold London Metal Exchange ("LME") Registered Special High Grade Zinc to Zochem, and in turn agreed to repurchase such Zinc at designated intervals and at defined amounts based upon future average prices established by the LME. Zochem's performance under the agreements was guaranteed by Debtor Horsehead Holding Corp. pursuant to that certain *Guaranty* dated as of December 8, 2011.

C. On February 19, 2016, Traxys filed the Motion, seeking an order compelling the Debtors to assume or reject the Contracts as of the date of the hearing on the Motion.

D. The Debtors have determined in their business judgment that assumption of the Contracts is in the best interests of their estates.

NOW, THEREFORE, it is hereby stipulated and agreed, and upon approval by the Court is shall be so **ORDERED**:

1. Pursuant to section 365 of the Bankruptcy Code, the Debtors are authorized to assume and perform the Contracts listed on Exhibit 1 attached hereto in accordance with their terms and subject to the Debtors' paying the cure amount set forth in paragraph 2 below.

2. Pursuant to section 365(b)(1)(A) of the Bankruptcy Code, Zochem shall cause to be paid as a cure of defaults under the Contracts the sum of \$13,817.80 (the "Cure Payment"), which payment shall be payable through set-off. Payment of the Cure Payment shall be deemed adequate assurance of the Debtors' future performance with respect to the Contracts in satisfaction of section 365(b)(1)(C) of the Bankruptcy Code and the Debtors shall be deemed to

have fully cured and satisfied any and all defaults incurred by the Debtors with respect to the Contracts that are required to be cured under section 365(b)(1)(A) of the Bankruptcy Code.


3. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

4. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

5. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

SO ORDERED.

Dated: 3/30, 2016
Wilmington, Delaware



The Honorable Christopher S. Sontchi
United States Bankruptcy Judge

Exhibit 1

TRAXYS

TRAXYS North America LLC

Futures Valuation By Broker
Position as of 18-Feb-16

Value Date	Contract	Counter Party	Trade Date	Qty Long	Qty Short	Contract Price	Curr U/M	Market Price	Gross NC P/L	Expense Amt NC	Net NC P/L	Comments
Zochem Inc												
ZN												
02-Mar-16	Z49529	ZOCHEM	29-May-15		15	2,215.00	USD	MT				
02-Mar-16	Z50804	ZOCHEM	29-Sep-15		17	1,645.00	USD	MT				
02-Mar-16	Z51211	ZOCHEM	12-Nov-15		17	1,645.00	USD	MT				
02-Mar-16	Z51318	ZOCHEM	19-Nov-15		48	1,516.00	USD	MT				
02-Mar-16	Z51414	ZOCHEM	30-Nov-15		18	1,583.00	USD	MT				
02-Mar-16	Z51493	ZOCHEM	04-Dec-15		32	1,558.00	USD	MT				
02-Mar-16	Z51532	ZOCHEM	11-Dec-15		17	1,584.00	USD	MT				
02-Mar-16	Z51716	ZOCHEM	07-Jan-16		32	1,490.00	USD	MT				
02-Mar-16	Z51719	ZOCHEM	07-Jan-16		55	1,490.00	USD	MT				
02-Mar-16	Z51906	ZOCHEM	27-Jan-16	167		1,588.46	USD	MT				
02-Mar-16	Total			167	251							
04-Apr-16	Z50805	ZOCHEM	29-Sep-15		17	1,645.00	USD	MT				
04-Apr-16	Z50955	ZOCHEM	06-Oct-15		16	1,685.00	USD	MT				
04-Apr-16	Z51212	ZOCHEM	12-Nov-15		17	1,645.00	USD	MT				
04-Apr-16	Z51415	ZOCHEM	30-Nov-15		36	1,587.00	USD	MT				
04-Apr-16	Z51494	ZOCHEM	04-Dec-15		16	1,558.00	USD	MT				
04-Apr-16	Z51533	ZOCHEM	11-Dec-15		17	1,584.00	USD	MT				
04-Apr-16	Z51717	ZOCHEM	07-Jan-16		63	1,496.00	USD	MT				
04-Apr-16	Z51720	ZOCHEM	07-Jan-16		18	1,496.00	USD	MT				
04-Apr-16	Z51723	ZOCHEM	07-Jan-16		36	1,517.00	USD	MT				
04-Apr-16	Total			0	236							

Price 2/1/2016 SET ZN
+0.00 USD/MT UnprcQty:
83.67MT

This report contains only records where CounterParty="ZOCHEM"

TRAXYS

TRAXYS North America LLC

Futures Valuation By Broker
Position as of 18-Feb-16

Value Date	Contract	Counter Party	Trade Date	Qty Long	Qty Short	Contract Price	Curr U/M	Market Price	Gross NC P/L	Expense Amt NC	Nef NC P/L	Comments
04-May-16	Z49530	ZOCHEM	29-May-15		15	2,218.00	USD	MT				
04-May-16	Z50806	ZOCHEM	29-Sep-15		17	1,645.00	USD	MT				
04-May-16	Z51213	ZOCHEM	12-Nov-15		17	1,645.00	USD	MT				
04-May-16	Z51416	ZOCHEM	30-Nov-15		36	1,591.00	USD	MT				
04-May-16	Z51534	ZOCHEM	11-Dec-15		17	1,584.00	USD	MT				
04-May-16		Total		0	102							
02-Jun-16	Z50807	ZOCHEM	29-Sep-15		17	1,645.00	USD	MT				
02-Jun-16	Z50956	ZOCHEM	06-Oct-15		16	1,688.00	USD	MT				
02-Jun-16	Z51214	ZOCHEM	12-Nov-15		17	1,645.00	USD	MT				
02-Jun-16	Z51417	ZOCHEM	30-Nov-15		36	1,594.00	USD	MT				
02-Jun-16	Z51535	ZOCHEM	11-Dec-15		17	1,584.00	USD	MT				
02-Jun-16		Total		0	103							
05-Jul-16	Z51215	ZOCHEM	12-Nov-15		17	1,645.00	USD	MT				
05-Jul-16	Z51418	ZOCHEM	30-Nov-15		54	1,598.00	USD	MT				
05-Jul-16	Z51536	ZOCHEM	11-Dec-15		17	1,584.00	USD	MT				
05-Jul-16		Total		0	88							
02-Aug-16	Z50458	ZOCHEM	10-Aug-15		8	1,940.00	USD	MT				
02-Aug-16	Z51216	ZOCHEM	12-Nov-15		17	1,645.00	USD	MT				
02-Aug-16	Z51537	ZOCHEM	11-Dec-15		17	1,584.00	USD	MT				
02-Aug-16		Total		0	42							
02-Sep-16	Z50957	ZOCHEM	06-Oct-15		16	1,696.00	USD	MT				
02-Sep-16	Z51538	ZOCHEM	11-Dec-15		17	1,584.00	USD	MT				
02-Sep-16		Total		0	33							
04-Oct-16	Z50694	ZOCHEM	16-Sep-15		8	1,778.00	USD	MT				
04-Oct-16	Z51539	ZOCHEM	11-Dec-15		17	1,584.00	USD	MT				

This report contains only records where CounterParty="ZOCHEM"

TRAXYS

TRAXYS North America LLC

Futures Valuation By Broker
Position as of 18-Feb-16

Value Date	Contract	Counter Party	Trade Date	Qty Long	Qty Short	Contract Price	Curr U/M	Market Price	Gross NC P/L	Expense Amt NC	Net NC P/L	Comments
	04-Oct-16	Total		0	25							
02-Nov-16	Z50481	ZOCHEM	10-Aug-15		8	1,940.00	USD	MT				
	02-Nov-16	Total		0	8							
02-Dec-16	Z50695	ZOCHEM	18-Sep-15		8	1,786.00	USD	MT				
	02-Dec-16	Total		0	8							
	LME	Total		167	896							
		Net		0	-729							
	ZOCHEM	Total		167	896							
	TNA	Total										

Report complete - 41 Records processed

This report contains only records where CounterParty="ZOCHEM"

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED,
IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED STATES BANKRUPTCY COURT WITH
RESPECT TO THE DEBTORS, AND APPLICATION OF ZOICHEM INC. UNDER SECTION 46 OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT***

Court File No. CV-16-11271-00CL

***ONTARIO*
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**RECOGNITION ORDER
(FOREIGN MAIN PROCEEDING)**

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
Suite 1800, Box 754
181 Bay Street
Toronto, ON M5J 2T9

Sam Babe (LSUC # 49498B)

Tel: 416.863.1500

Fax: 416.863.1515

Email sbabe@airdberlis.com

Lawyers for Zochem Inc.

April 13, 2016

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED,
IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED STATES BANKRUPTCY COURT WITH RESPECT
TO THE DEBTORS, AND APPLICATION OF ZOICHEM INC. UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT

Applicant

Court File No. CV-16-11271-00CL

April 13/16
Order to go in form of draft
order signed.
K. Smith J.

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceedings commenced at Toronto

MOTION RECORD

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
Suite 1800, Box 754
181 Bay Street
Toronto, ON M5J 2T9

Sam Babe (LSUC # 49498B)
Tel: 416.865.7718
Fax: 416.863.1515
Email: sbabe@airdberlis.com

Lawyers for Zochem Inc.

