

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**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***

**MOTION RECORD
(Approval of Information Officer's and its Counsel's Fees and Disbursements)**

(Returnable September 15, 2016)

September 9, 2016

GOODMANS LLP
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

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Lawyers for the Information Officer

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**ONTARIO
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**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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TAB 1

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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ZOCHEM INC. (collectively, the "Debtors")**

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

**NOTICE OF MOTION
(Approval of Information Officer's and its Counsel's Fees and Disbursements)**

(Returnable September 15, 2016)

Richter Advisory Group Inc. ("**Richter**") in its capacity as the Court-appointed information officer (the "**Information Officer**") in the Part IV *Companies' Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) recognition proceedings of the Debtors (the "**CCAA Recognition Proceedings**") will make a motion to the Ontario Superior Court of Justice (Commercial List) on September 15, 2016 at 10:00 a.m. or as soon after that time as the motion can be heard, at 330 University Ave, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard:

- in writing under subrule 37.12.1(1) because it is on consent or unopposed or made without notice;
- in writing as an opposed motion under subrule 37.12.1(4);
- orally.

THE MOTION IS FOR AN ORDER:

- (a) abridging the time for and validating service of this Notice of Motion and supporting materials such that the motion is properly returnable on September 15, 2016, and dispensing with further service thereof;
- (b) approving the professional fees and disbursements of the Information Officer and its legal counsel, Goodmans LLP (“**Goodmans**”); and
- (c) such further and other relief as counsel may advise and the Court deems just.

THE GROUNDS FOR THE MOTION ARE:

- (a) On February 2, 2016 (the “**Petition Date**”), Horsehead Holding Corp. (“**Horsehead Holding**”), Zochem Inc. (“**Zochem**”)¹, Horsehead Corporation, Horsehead Metal Products, LLC and the International Metals Reclamation Company, LLC (collectively, the “**Debtors**”) commenced voluntary reorganization proceedings (the “**Chapter 11 Proceedings**”) in the United States Bankruptcy Court for the District of Delaware (the “**U.S. Court**”) by each filing a voluntary petition for relief under chapter 11 of title 11 of the *United States Code*, 11 U.S.C. 101-1532 (the “**Bankruptcy Code**”);
- (b) also on the Petition Date, Horsehead Holding, as the then proposed foreign representative, commenced these proceedings (the “**CCAA Recognition Proceedings**”) by notice of application pursuant to Part IV of the *Companies’ Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) (the “**CCAA**”);
- (c) on February 5, 2016, this Court granted an initial recognition order in these proceedings which, among other things, (i) declared that Zochem is a “foreign representative” pursuant to Section 45 of the CCAA; (ii) declared that the centre of main interest for the Debtors is the United States and the Chapter 11 Proceedings are recognized as a “foreign

¹ Zochem is the only Debtor that is incorporated in Canada.

main proceeding” under the CCAA; and (iii) granted a stay of proceedings against the Debtors;

- (d) also on February 5, 2016, this Court granted a supplemental order in these proceedings (the “**Supplemental Order**”), which, among other things, appointed Richter as the Information Officer;
- (e) the Information Officer engaged Goodmans as its legal counsel shortly prior to the commencement of these proceedings;
- (f) on September 2, 2016, the U.S. Court indicated it would confirm the Debtors’ Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code (as amended and supplemented, the “**Plan**”) and on September 9, 2016, the U.S. Court entered the Findings of Fact, Conclusions of Law, and Order Confirming Debtors’ Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code (the “**Plan Confirmation Order**”);
- (g) on September 12, 2016, the Debtors will seek an order from this Court recognizing and giving effect to the Plan Confirmation Order in Canada (the “**Plan Confirmation Recognition Order**”);
- (h) the Plan Confirmation Recognition Order also provides for the discharge of the Information Officer, the cessation of the CCAA stay and the termination of the CCAA Recognition Proceedings, all upon the delivery of a certificate of the Information Officer to the Debtors upon the occurrence of the Effective Date (as defined in the Plan);
- (i) the Debtors presently expect the Effective Date under the Plan to occur on or about September 19, 2016;
- (j) the Supplemental Order requires the Information Officer and its counsel to pass their accounts before a judge of this Court;
- (k) the fees and disbursements of the Information Officer and its counsel are detailed in the Affidavit of Adam Sherman sworn September 9, 2016 and the Affidavit of Robert J. Chadwick sworn September 9, 2016, respectively;

- (l) the fees and disbursements of each of the Information Officer and its counsel are fair and reasonable in the circumstances;
- (m) barring unforeseen circumstances, \$50,000 is a reasonable estimate of the fees and disbursements (exclusive of applicable taxes) of the Information Officer and its counsel for completion of remaining work relating to the CCAA Recognition Proceedings;
- (n) the provisions of the CCAA;
- (o) paragraph 18 of the Supplemental Order; and
- (p) such further and other grounds as counsel may advise and this Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (a) The Affidavit of Adam Sherman sworn September 9, 2016;
- (b) The Affidavit of Robert J. Chadwick sworn September 9, 2016;
- (c) The reports of the Information Officer filed in the within proceedings; and
- (d) Such further and other material as counsel may advise and this Court may permit.

September 9, 2016

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333 Bay Street, Suite 3400
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Christopher G. Armstrong LSUC#: 55148B
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Tel: 416.979.2211
Fax: 416.979.1234

Lawyers for the Information Officer

TO: THE SERVICE LIST

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

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

**IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED STATES
BANKRUPTCY COURT WITH RESPECT TO THE DEBTORS, AND APPLICATION OF
HORSEHEAD HOLDING CORP. UNDER SECTION 46 OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT***

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**
Proceeding commenced at Toronto

**NOTICE OF MOTION
(Approval of Information Officer's and its
Counsel's Fees and Disbursements)
(Returnable September 15, 2016)**

GOODMANS LLP
Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Canada M5H 2S7

Robert J. Chadwick LSUC#: 35165K
rchadwick@goodmans.ca
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Fax: (416) 979-1234

Lawyers for the Information Officer

TAB 2

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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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***

**AFFIDAVIT OF ADAM SHERMAN
(sworn September 9, 2016)**

I, Adam Sherman, of the City of Toronto, in the Province of Ontario, MAKE OATH
AND SAY:

1. I am a Senior Vice President at Richter Advisory Group Inc. ("**Richter**"), the Court-appointed information officer (the "**Information Officer**") in the Part IV *Companies' Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) recognition proceedings of the Debtors (the "**CCAA Recognition Proceedings**"). I am the individual at Richter with overall responsibility for this file. As such, I have knowledge of the matters hereinafter deposed to, except where stated to be on information and belief and whereso stated I verily believe it to be true.
2. This affidavit is filed in connection with the Information Officer's motion seeking approval of its fees and disbursements and those of its counsel in the CCAA Recognition Proceedings.
3. All amounts referenced herein are in Canadian dollars.
4. Richter was appointed as Information Officer pursuant to the Supplemental Order (Foreign Main Proceeding) granted in the within proceedings dated February 5, 2016 (the "**Supplemental Order**").

5. Attached as Exhibit "A" hereto is a summary listing of Richter's invoices for the within matter for the period February 1, 2016 to September 2, 2016 (the "**Period**"), including invoice date and amount of the invoice (the "**Accounts**"). As shown in the summary listing, Richter's total fees and disbursements for the Period are \$154,663.00 and \$23,244.28, respectively, each excluding applicable taxes.

6. Richter, in its capacity as the Information Officer, has previously filed four reports with the Court (the "**Reports**"). Details of the activities undertaken and services provided by the Information Officer in the within proceedings are described in the Reports and incorporated herein by reference.

7. In the course of performing its duties pursuant to the Supplemental Order, Richter's staff has expended a total of 293.8 professional hours during the Period at an average hourly rate of \$526.42. Attached as Exhibit "B" is a table detailing the billing rates and total hours of each of the professionals at Richter who performed services in the within proceedings.

8. Attached as Exhibit "C" hereto are true copies of Richter's invoices, which include a fair and accurate description of the services provided along with hours and applicable rates claimed by Richter, for the within matter. These invoices have been submitted to the Debtors and paid in the normal course since the commencement of the CCAA Recognition Proceedings as authorized by the Supplemental Order.

9. The Information Officer requests that this Court approve its Accounts for the Period, in the total amount of \$201,035.24, inclusive of applicable taxes, for services rendered and recorded during the Period.

10. Goodmans LLP ("**Goodmans**") has provided legal services to the Information Officer throughout the CCAA Recognition Proceedings in a manner consistent with the instructions of the Information Officer and has prepared an affidavit with respect to Goodmans' fees and disbursements charged in connection with services rendered during the period February 1, 2016 to September 6, 2016. The Information Officer has reviewed the invoices rendered by Goodmans during the period February 1, 2016 to September 6, 2016 and believes the services performed are consistent with the instructions given by the Information Officer. The Information

Officer is also seeking approval of Goodmans' fees and disbursements on the within motion in the amount of \$168,902.88, inclusive of applicable taxes.

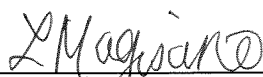
11. The Information Officer's fees and disbursements for the period from September 2, 2016 to the completion of all work relating to the CCAA Recognition Proceedings will be calculated and billed at the standard rates currently in effect. Barring unforeseen circumstances, I estimate that those fees and disbursements will not exceed \$50,000 (excluding applicable taxes), including the fees and disbursements of legal counsel.

12. To the best of my knowledge, the rates charged by the Richter and Goodmans are comparable to the rates charged for the provision of similar services by other accounting and law firms in downtown Toronto.


13. I verily believe that the fees and disbursements incurred by Richter and Goodmans are fair and reasonable in the circumstances.

14. This Affidavit is sworn in connection with a motion for an Order of this Court to, among other things, approve the fees and disbursements of the Richter and those of its legal counsel and for no improper purpose.

SWORN BEFORE ME at the City of
Toronto, in the Province of Ontario, on
September 9, 2016.



Commissioner for taking affidavits



Adam Sherman

*Laura Teresa Magisano, a Commissioner,
etc., Province of Ontario, while a
Student-at-Law.
Expires April 13, 2018.*

This is Exhibit "A" referred to in the Affidavit of
Adam Sherman, sworn before me on
September 9, 2016

L Magisano
Commissioner for Taking Affidavits, etc.

**Laura Teresa Magisano, a Commissioner,
etc., Province of Ontario, while a
Student-at-Law.
Expires April 13, 2018.**

Richter Advisory Group Inc.
in its capacity as Information Officer of
Horsehead Holding Corp. and Zochem Inc. et al.
Statement of accounts

Exhibit A

Invoice #	Period	Fees	Disbursements ¹	Sub total	HST	Total
20400611	February 1, 2016 to February 12, 2016	\$ 42,896.25	\$ 2,144.81	\$ 45,041.06	\$ 5,855.34	\$ 50,896.40
20400660	February 16, 2016 to March 4, 2016	31,770.25	17,099.64	48,869.89	6,353.09	55,222.98
20400777	March 7, 2016 to April 15, 2016	34,004.50	1,700.23	35,704.73	4,641.62	40,346.35
20401087	April 18, 2016 to July 31, 2016	34,554.00	1,727.70	36,281.70	4,716.62	40,998.32
20401167	August 3, 2016 to September 2, 2016	11,438.00	571.90	12,009.90	1,561.29	13,571.19
Total		\$ 154,663.00	\$ 23,244.28	\$ 177,907.28	\$ 23,127.96	\$ 201,035.24

Notes:

(1) Includes Administrative Fees.

This is Exhibit "B" referred to in the Affidavit of
Adam Sherman, sworn before me on
September 9, 2016

L Magisano

Commissioner for Taking Affidavits, etc.

**Laura Teresa Magisano, a Commissioner,
etc., Province of Ontario, while a
Student-at-Law.
Expires April 13, 2018.**

Richter Advisory Group Inc.
in its capacity as Information Officer of
Horsehead Holding Corp. and Zochem Inc. et al.
Statement of accounts

Exhibit B

Staff member	Number of hours	Hourly rate	Amount
Senior Vice President			
P.van Eyk	22.0	\$ 595.00	\$ 13,090.00
A.Sherman	110.0	\$ 595.00	65,450.00
Vice President			
P.Patel	151.4	\$ 490.00	74,186.00
Administration			
S.Bourgin	10.2	\$ 185.00	1,887.00
C.O'Donnell	0.2	\$ 250.00	50.00
Total	293.80		\$ 154,663.00
Blended average hourly rate:	\$ 526.42		

This is Exhibit "C" referred to in the Affidavit of
Adam Sherman, sworn before me on
September 9, 2016



Commissioner for Taking Affidavits, etc.

**Laura Teresa Magisano, a Commissioner,
etc., Province of Ontario, while a
Student-at-Law.
Expires April 13, 2018.**

RICHTER

Zochem Inc.
1 Tilbury Court
Brampton, ON L6T 3T4

Date: 02/17/2016
Invoice No.: 20400611
Engagement No.: 2020480
Payment Terms: Net 30 Days

Professional services rendered to February 12, 2016		\$ 42,896.25
Sub-Total		<u>42,896.25</u>
Administrative Fees		2,144.81
GST/HST #885435842 RT0001		5,855.34
Total Due	CAD	\$ 50,896.40

T. 416.488.2345

Richter Advisory Group Inc.
181 Bay St., Suite 3320
Bay Wellington Tower
Toronto ON M5J 2T3
www.richter.ca

Toronto, Montreal



Invoice No.: 20400611
Date: 02/17/2016



Fees

Name	Hours	Rate	Amount
Adam Sherman	29.30	\$ 595.00	\$ 17,433.50
Paul Van Eyk	6.75	595.00	4,016.25
Pritesh Patel	41.05	490.00	20,114.50
Soazig Bourgine	7.20	185.00	1,332.00
	84.30		\$ 42,896.25

Invoice No.: 20400611
Date: 02/17/2016



Fee and Disbursement Details

Date	Name and Description	Hours	Rate	Amount
02/01/2016	Paul Van Eyk Review of material, email correspondence with Kirkland & Ellis and Aird & Berlis.	2.25	\$ 595.00	\$ 1,338.75
02/01/2016	Adam Sherman Emails/discussions with Richter team re engagement planning. Emails/calls with Goodmans re engagement and Court attendance tomorrow. Review draft materials, including declarations, affidavits, orders.	4.50	595.00	2,677.50
02/01/2016	Pritesh Patel Review of draft CCAA Orders. Review of draft CF, First Day Declaration, DIP motion and Order.	3.00	490.00	1,470.00
02/02/2016	Paul Van Eyk Review of material, discussions with Goodmans, discussion with A.Sherman and P.Patel, call with J.Dietrich	1.50	595.00	892.50
02/02/2016	Adam Sherman Email from Aird&Berlis re Applicaiton Record. Attendance in Court re Interim Order, including discussions with various counsel. Emails/discussions with Goodmans and Richter team. Emails from Aird&Berlis re Interim Order, financial info and other docs.	3.50	595.00	2,082.50
02/02/2016	Pritesh Patel Call with counsel to discuss IO report. Review of Ch11 filing materials and updates thereto. Attendance in court for Interim Order. Review of Group and Zochem payables, CF forecast.	7.00	490.00	3,430.00
02/03/2016	Adam Sherman Emails from Aird&Berlis and Lazard providing Company financial/other information. Emails/calls with Goodmans and Cassels re first day hearing, draft orders, IO report, etc. Emails/discussions with Richter team. Review and comment on draft IO report.	6.00	595.00	3,570.00
02/03/2016	Pritesh Patel Review and comments on draft CCAA Orders and call with counsel on same. Numerous calls and correspondence with counsels re status of First Day hearings. Review of materials provided by Lazard and updated US materials. Review and comments on IO report.	8.00	490.00	3,920.00
02/04/2016	Paul Van Eyk Review and comments on draft report.	1.75	595.00	1,041.25

Invoice No.: 20400611
Date: 02/17/2016



Date	Name and Description	Hours	Rate	Amount
02/04/2016	Adam Sherman Emails from Lazard providing various Company info. Several emails/calls with Goodmans and Cassels re draft orders, IO report, etc. Emails/discussions with Richter team. Email from Cassels re first day hearing transcript. Finalize/sign IO report.	8.00	595.00	4,760.00
02/04/2016	Pritesh Patel Call with Debtors' advisors re CF and DIP. Review and comments on revised drafts of IO report, and numerous calls with counsel on same. Call with Cassels and Aird & Berlis to review draft IO report. Finalize IO report.	10.50	490.00	5,145.00
02/05/2016	Paul Van Eyk Review of emails, correspondence with A.Sherman and P.Patel.	0.75	595.00	446.25
02/05/2016	Adam Sherman Emails from Aird&Berlis. Preparation for and attendance at Cassels' Vancouver office re approval of proceedings, DIP and IO appointment, including various discussions with counsel in attendance. Emails/discussions with Goodmans and Richter team.	3.50	595.00	2,082.50
02/05/2016	Pritesh Patel Review of application materials and preparation for court. Call with A.Sherman and counsel in advance of hearing. Attendance at Cassels offices in Toronto for appointment and recognition orders.	6.00	490.00	2,940.00
02/08/2016	Soazig Bourgine Website postings, link set up, file set up, Orders & Application. Record emailed to OSB, Form 1 emailed to OSB.	3.00	185.00	555.00
02/08/2016	Paul Van Eyk General discussions and emails.	0.25	595.00	148.75
02/08/2016	Adam Sherman Emails from Goodmans/Aird&Berlis re form of notice re Recognition Order. Email from C. Armstrong attaching Recognition Order/Supplemental Order and Justice Newbould's reasons re same. Calls/emails with Richter team re various matters.	1.00	595.00	595.00
02/08/2016	Pritesh Patel Review of draft notice of proceedings. Call with Montreal team re completion of Form 1. Coordinate posting of documentation to website. Call with S.Babe.	2.00	490.00	980.00
02/09/2016	Soazig Bourgine	1.00	185.00	185.00

Invoice No.: 20400611
Date: 02/17/2016



Date	Name and Description	Hours	Rate	Amount
	Review of Orders.			
02/09/2016	Soazig Bourgine Newspaper Ad preparation, Communication with Niwri Media.	1.00	185.00	185.00
02/09/2016	Adam Sherman Emails/discussions with Richter team re various matters, including cashflows, monitoring, advertisement, etc. Call with S. Babe. Emails with J. Dietrich.	1.00	595.00	595.00
02/09/2016	Pritesh Patel Review and finalize Notice of Proceedings for G&M. Calls with S.Babe re timing and plan for Feb 26 hearing.	0.75	490.00	367.50
02/10/2016	Soazig Bourgine Multiple communications with Niwri Média re. Newspaper Ad & P.Patel.	1.00	185.00	185.00
02/10/2016	Paul Van Eyk Call with A.Sherman and P.Patel.	0.25	595.00	148.75
02/10/2016	Adam Sherman Emails/discussions with Richter team re form of advertisement, etc. Call with E. Lee of Hubday. Emails with Goodmans.	0.50	595.00	297.50
02/10/2016	Pritesh Patel Call with CFO and RAS re cash flows and monitoring. Discussion with A.Sherman on same. Review and finalize G&M Ad.	1.30	490.00	637.00
02/11/2016	Soazig Bourgine File follow up, Signed Form 1 emailed to OSB.	0.50	185.00	92.50
02/11/2016	Soazig Bourgine Form 1 posted on website.	0.20	185.00	37.00
02/11/2016	Adam Sherman Conference call with C. Armstrong/C. Descours re various matters. Calls with several creditors re update. Call with J. Dietrich. Discussions with Richter team.	1.00	595.00	595.00
02/11/2016	Pritesh Patel Call with counsel re Second Day hearings and next steps. Call with Hubday. Complete Form 2 filing.	2.50	490.00	1,225.00
02/12/2016	Soazig Bourgine Form 2 emailed to OSB, email to P.Patel.	0.30	185.00	55.50
02/12/2016	Soazig Bourgine Email to A.Sherman re. Part IV filing, communications with OSB.	0.20	185.00	37.00
02/12/2016	Adam Sherman	0.30	595.00	178.50

Invoice No.: 20400611
Date: 02/17/2016



Date	Name and Description	Hours	Rate	Amount
	Emails/discussions with Richter team. Email from OSB re filing requirements.			
Fees Total		<hr/> 84.30		<hr/> \$ 42,896.25

Invoice No.: 20400611
Date: 02/17/2016



Remittance Form

Zochem Inc.
1 Tilbury Court
Brampton, ON L6T 3T4

Invoice Summary

Sub-Total		\$ 42,896.25
Administrative Fees		2,144.81
GST/HST #885435842 RT0001		5,855.34
Total Due	CAD	\$ 50,896.40

Payment Options

Wire Transfer

Toronto Dominion Bank
Commercial Banking Center
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2

CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATT
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR

Email payment details, including invoice number and amount paid to:
ClientService@richter.ca

Cheques

Payable to: Richter Advisory Group Inc.
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca

T. 416.488.2345

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Toronto, Montreal

RICHTER

Zochem Inc.
1 Tilbury Court
Brampton, ON L6T 3T4

Date: 03/09/2016
Invoice No.: 20400660
Engagement No.: 2020480
Payment Terms: Due on Receipt

Professional services rendered to March 4, 2016		\$ 31,770.25
Disbursements		15,511.13
	Sub-Total	<u>47,281.38</u>
	Administrative Fees	1,588.51
	GST/HST #885435842 RT0001	6,353.09
	Total Due	<u>\$ 55,222.98</u>
	CAD	

T. 416.488.2345

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www.richter.ca

Toronto, Montreal



Invoice No.: 20400660
Date: 03/09/2016



Fees

Name	Hours	Rate	Amount
Adam Sherman	31.50	\$ 595.00	\$ 18,742.50
Paul Van Eyk	3.95	595.00	2,350.25
Pritesh Patel	21.30	490.00	10,437.00
Soazig Bourgine	1.30	185.00	240.50
	58.05		\$ 31,770.25

Disbursements

Costs for publication of Notice in Globe & Mail	\$ 15,511.13
	\$ 15,511.13

Invoice No.: 20400660
Date: 03/09/2016



Fee and Disbursement Details

Date	Name and Description	Hours	Rate	Amount
02/16/2016	Pritesh Patel Call with S.Babe re Second Day Hearings and orders being sought. Review of Ch 11 materials posted to Epiq site.	0.50	\$ 490.00	\$ 245.00
02/17/2016	Adam Sherman Email from Goodmans re update. Voicemail to C. Armstrong. Discussions with Richter team.	0.30	595.00	178.50
02/19/2016	Soazig Bourguine Email to P.Patel.	0.10	185.00	18.50
02/19/2016	Paul Van Eyk Emails from Kirkland&Ellis, administration.	0.25	595.00	148.75
02/19/2016	Adam Sherman Review Notice of Adjournment re final DIP hearing in US. Emails/discussions with Richter team. Email from Goodmans re invoice for period ending 2/11/16. Email from RAS re variance reporting.	1.00	595.00	595.00
02/19/2016	Pritesh Patel Review of consolidated CF weekly reporting package from RAS.	0.50	490.00	245.00
02/22/2016	Soazig Bourguine Service list posted to website.	0.20	185.00	37.00
02/22/2016	Adam Sherman Email from counsel for US Bank National Association. Emails/discussions with Richter team. Calls with various counsel re update.	0.50	595.00	297.50
02/22/2016	Pritesh Patel Email from counsel to U.S. Bank National Association and adding to service list. Review of Zochem CF from RAS.	0.80	490.00	392.00
02/23/2016	Paul Van Eyk Update discussion with P.Patel, review of emails from Aird&Berlis.	0.25	595.00	148.75
02/23/2016	Adam Sherman Email from S. Babe re timing for "second day" hearings in the US, etc. Emails with Goodmans. Emails with J. Dietrich.	0.20	595.00	119.00
02/24/2016	Adam Sherman Emails/discussions with Richter team. Call with S. Babe re update. Call with J. Dietrich re update. Calls/emails with C. Descours re various matters. Emails from S. Babe re draft affidavit, order and other docs.	2.00	595.00	1,190.00
02/25/2016	Paul Van Eyk Review of emails.	0.20	595.00	119.00

Invoice No.: 20400660
Date: 03/09/2016



Date	Name and Description	Hours	Rate	Amount
02/25/2016	Adam Sherman Emails/calls with S. Babe. Emails/discussions with Richter team. Conference call with Kirkland&Ellis, Aird&Berlis and Goodmans re update. Emails from/to RAS re reporting package for both HH/Zochem. Emails/calls with C. Descours.	2.50	595.00	1,487.50
02/26/2016	Paul Van Eyk Review of UCC material, call with A. Sherman.	1.25	595.00	743.75
02/26/2016	Adam Sherman Email from S. Babe re UCC objection to DIP. Emails/discussions with Richter team. Emails/calls with C. Descours. Call with J. Dietrich re DIP. Emails/calls with S. Babe re notice of upcoming motions in US/Can and other matters in connection thereto.	1.50	595.00	892.50
02/29/2016	Paul Van Eyk Review of material, review of emails.	0.50	595.00	297.50
02/29/2016	Adam Sherman Conference calls with Zochem's Canadian/US counsels and Goodmans re updates. Emails with Richter team. Emails/calls with S. Babe re various matters. Review materials re US hearing. Emails/calls with Goodmans. Review/comment on draft IO report.	6.50	595.00	3,867.50
02/29/2016	Pritesh Patel Review of draft motion materials in Canada. Review of Second Day materials on Epiq. Review and comments on IO report. Review of CF reporting from RAS and incorporate into IO report.	5.00	490.00	2,450.00
03/01/2016	Paul Van Eyk Calls with lawyers, review of material.	1.00	595.00	595.00
03/01/2016	Adam Sherman Review of various docs re US hearing. Call with J. Dietrich re update. Emails/calls with Goodmans re US hearings tomorrow, draft IO report, etc. Conference call with Zochem Canadian/US counsels and Goodmans. Emails from KE re revised form of DIP order.	4.00	595.00	2,380.00
03/02/2016	Paul Van Eyk Review of emails.	0.25	595.00	148.75
03/02/2016	Adam Sherman	8.00	595.00	4,760.00

Invoice No.: 20400660
Date: 03/09/2016



Date	Name and Description	Hours	Rate	Amount
	<p>Emails from Aird&Berlis re service of motion record. Emails from/to J. Dietrich. Emails from S. Babe. Email from RAS re variance report. Emails/calls with Goodmans. Emails, discussions with Richter team. Review, revise, finalize and sign IO report.</p>			
03/02/2016	<p>Pritesh Patel Edits to IO's report. Numerous calls with Goodmans re US Second Day Orders and IO's report. Call with RAS re Zochem CFs. Updates to report based on new CF reporting. Review, finalize and sign IO report.</p>	8.50	490.00	4,165.00
03/03/2016	<p>Soazig Bourgine Website posting of Motion & First Report.</p>	0.40	185.00	74.00
03/03/2016	<p>Soazig Bourgine Website posting of Affidavits Vol 1 & 2, and Orders.</p>	0.60	185.00	111.00
03/03/2016	<p>Paul Van Eyk Update with A. Sherman re court proceedings.</p>	0.25	595.00	148.75
03/03/2016	<p>Adam Sherman Email from Aird&Berlis re service of Supplemental Affidavit. Emails with Richter team. Attendance in Court re recognition of certain 2nd day orders, including discussions with various counsel in attendance. Email from Aird&Berlis attaching order.</p>	5.00	595.00	2,975.00
03/03/2016	<p>Pritesh Patel Preparation and attendance in Court for recognition of Final DIP and certain Second Day Orders. Coordinate website postings.</p>	6.00	490.00	2,940.00
Fees Total		58.05		\$ 31,770.25
Date	Name and Description	Hours	Rate	Amount
02/19/2016	<p>Costs for publication of Notice in Globe & Mail Notice of Recognition Orders published February 12 and February 19, 2016</p>			\$ 15,511.13
Disbursements Total				\$ 15,511.13

Invoice No.: 20400660
Date: 03/09/2016



Remittance Form

Zochem Inc.
1 Tilbury Court
Brampton, ON L6T 3T4

Invoice Summary

Sub-Total		\$ 47,281.38
Administrative Fees		1,588.51
GST/HST #885435842 RT0001		6,353.09
Total Due	CAD	\$ 55,222.98

Payment Options

Wire Transfer Toronto Dominion Bank
Commercial Banking Center
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATT
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTTOR
Email payment details, including invoice number and amount paid to:
ClientService@richter.ca

Cheques Payable to: Richter Advisory Group Inc.
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca

T. 416.488.2345

Richter Advisory Group Inc.
181 Bay St., Suite 3320
Bay Wellington Tower
Toronto ON M5J 2T3
www.richter.ca

Toronto, Montreal

RICHTER

Zochem Inc.
1 Tilbury Court
Brampton, ON L6T 3T4

Date: 04/20/2016
Invoice No.: 20400777
Engagement No.: 2020480
Payment Terms: Due on Receipt

Professional services rendered to April 15, 2016		\$ 34,004.50
Sub-Total		34,004.50
Administrative Fees		1,700.23
GST/HST #885435842 RT0001		4,641.62
Total Due	CAD	\$ 40,346.35

T. 416.488.2345

Richter Advisory Group Inc.
181 Bay St., Suite 3320
Bay Wellington Tower
Toronto ON M5J 2T3
www.richter.ca

Toronto, Montreal



Invoice No.: 20400777
Date: 04/20/2016



Fees

Name	Hours	Rate	Amount
Adam Sherman	25.30	\$ 595.00	\$ 15,053.50
Carol O'Donnell	0.20	250.00	50.00
Paul Van Eyk	5.00	595.00	2,975.00
Pritesh Patel	32.20	490.00	15,778.00
Soazig Bourguine	0.80	185.00	148.00
	<hr/> 63.50		<hr/> \$ 34,004.50

Invoice No.: 20400777
Date: 04/20/2016



Fee and Disbursement Details

Date	Name and Description	Hours	Rate	Amount
03/07/2016	Paul Van Eyk Review of emails, discussion with A. Sherman.	0.50	\$ 595.00	\$ 297.50
03/08/2016	Carol O'Donnell Prepare PO for Niwri, email to P. Patel.	0.20	250.00	50.00
03/09/2016	Adam Sherman Email from M. Rizzo attaching variance report for the period ending March 5. Emails/discussions with Richter team.	0.50	595.00	297.50
03/09/2016	Pritesh Patel Review of Zochem CF reporting and follow-up with RAS on same.	0.60	490.00	294.00
03/10/2016	Pritesh Patel Review of revised Zochem reporting from RAS.	0.50	490.00	245.00
03/16/2016	Adam Sherman Email from RAS attaching variance report for the period ending March 12, 2016.	0.50	595.00	297.50
03/17/2016	Pritesh Patel Review variance reporting and updated CFF.	0.50	490.00	245.00
03/21/2016	Soazig Bourguine Email to Niwri Média re. outstanding invoice.	0.10	185.00	18.50
03/22/2016	Paul Van Eyk Review of emails from Aird&Berlis.	0.50	595.00	297.50
03/22/2016	Adam Sherman Emails with Goodmans re recent filings on US docket. Email from Aird&Berlis re notice of default on DIP facility, including emails with Goodmans re same.	0.50	595.00	297.50
03/22/2016	Pritesh Patel Review of default notice and discussion with S.Babe on same. Review of claims bar Order and emails from counsel on same.	0.80	490.00	392.00
03/23/2016	Paul Van Eyk Review of emails, discussion with A. Sherman on emails received.	0.25	595.00	148.75
03/23/2016	Adam Sherman Email from Aird&Berlis re upcoming orders for which recognition is required, including emails with Goodmans re same. Email from RAS re variance report for the period ending March 19, 2016.	1.00	595.00	595.00
03/23/2016	Pritesh Patel	1.00	490.00	490.00

Invoice No.: 20400777
Date: 04/20/2016



Date	Name and Description	Hours	Rate	Amount
	Call with Goodmans re timing for recognition orders and covenant breach. Review of emails with Aird&Berlis on same. Review of materials on Epiq.			
03/24/2016	Adam Sherman Email from Aird&Berlis re Claims Bar Date Order. Emails with Goodmans and Aird&Berlis re potential dates to seek recognition orders in Canada.	0.30	595.00	178.50
03/24/2016	Pritesh Patel Review of Zochem CF reporting. Drafting of Second Report.	1.50	490.00	735.00
03/28/2016	Pritesh Patel Responding to inquiries from creditors re status of proceedings. Reviewing materials on Epiq in connection with upcoming motion.	2.00	490.00	980.00
03/29/2016	Paul Van Eyk Call with a creditor on US claims process and Canadian update.	0.25	595.00	148.75
03/29/2016	Pritesh Patel Review of Claims Bar Date Order and continue drafting of Second Report.	3.00	490.00	1,470.00
03/30/2016	Adam Sherman Emails from Goodmans. Several emails from Aird&Berlis re draft affidavit/order re April 7 motion. Emails from RAS re variance report for period ending 3/26 and updated cash flow.	1.50	595.00	892.50
03/30/2016	Pritesh Patel Continue drafting of Second Report. Review of CF reporting. Review of draft materials from S.Babe on discussion on same. Responding to inquiries from creditor re claims process.	5.00	490.00	2,450.00
03/31/2016	Adam Sherman Call with J. Dietrich re various matters. Discussions with Richter team. Call with C. Armstrong. Emails from Goodmans and K&E re scheduling of call. Email from Review draft IO report.	2.00	595.00	1,190.00
03/31/2016	Pritesh Patel Review of Traxys materials and Order and incorporate into report. Finalize first draft of Second Report for A.Sherman. Call with Goodmans re outstanding issues.	3.00	490.00	1,470.00
04/01/2016	Adam Sherman	1.00	595.00	595.00

Invoice No.: 20400777
Date: 04/20/2016



Date	Name and Description	Hours	Rate	Amount
	Review/comments on draft IO report, including discussion with P. Patel re same. Emails from Goodmans/K&E re update call. Discussions with Richter team.			
04/01/2016	Pritesh Patel Call with Goodmans and Debtors' counsels to discuss status and plans for recognition orders in Canada.	0.80	490.00	392.00
04/04/2016	Soazig Bourguine Website posting.	0.30	185.00	55.50
04/04/2016	Paul Van Eyk Call from creditor.	0.25	595.00	148.75
04/04/2016	Adam Sherman Emails from Goodmans and Aird&Berlis re scheduling. Email from K&E re confirmation DIP lender has agreed re extend relevant plan filing milestones. Discussions with Richter team.	0.50	595.00	297.50
04/04/2016	Pritesh Patel Coordinate posting of Claims Bar Order and notices to website. Review new materials posted to Epiq website and update IO Report.	2.00	490.00	980.00
04/06/2016	Adam Sherman Email from RAS re variance for the period ending April 2, 2016. Emails with Goodmans re US hearing on same date and other matters. Email from K&E providing draft Plan and Disclosure Statement. Discussions with Richter team.	2.00	595.00	1,190.00
04/06/2016	Pritesh Patel Review of weekly cash flow reporting and update CF section in Report.	0.50	490.00	245.00
04/07/2016	Adam Sherman Call with Goodmans re various matters, including IO's report. Emails/discussions with Richter team. Email from P. Patel attaching draft IO's report, including preliminary comments on same.	2.00	595.00	1,190.00
04/07/2016	Pritesh Patel Review of draft Ch 11 Plan and statement. Call with counsel re April 6 hearing. Updates to report and finalize draft for review.	6.00	490.00	2,940.00
04/08/2016	Adam Sherman Email from S. Babe attaching Hensler affidavit. Email from A&B re service of motion record returnable April 13. Emails with C. Armstrong. Review/revise IO's report. Emails/discussions with Richter team.	2.50	595.00	1,487.50

Invoice No.: 20400777
Date: 04/20/2016



Date	Name and Description	Hours	Rate	Amount
04/10/2016	Adam Sherman Review, revise and update IO's report, including email to Goodmans attaching same.	2.50	595.00	1,487.50
04/11/2016	Soazig Bourguine Website posting.	0.20	185.00	37.00
04/11/2016	Paul Van Eyk QA on report, discussions with P. Patel and A. Sherman, review of emails.	3.00	595.00	1,785.00
04/11/2016	Adam Sherman Emails/discussions with Richter team. Emails from A&B and Goodmans re status of DIP lender default waiver. Emails from Goodmans, A&B and Cassels re comments on IO report. Email from A&B re DIP lender election of default interest. Finalize/sign IO report.	2.00	595.00	1,190.00
04/11/2016	Pritesh Patel Review final Hensler Affidavit and update Report. Incorporate comments from counsel to report. Finalize and sign Second Report.	2.50	490.00	1,225.00
04/12/2016	Paul Van Eyk Review of email from A&B.	0.25	595.00	148.75
04/12/2016	Adam Sherman Emails from Goodmans re plan status and tomorrow's recognition hearing. Discussions with Richter team.	0.30	595.00	178.50
04/13/2016	Soazig Bourguine Website posting, email to P. Patel.	0.20	185.00	37.00
04/13/2016	Adam Sherman Emails with S. Babe. Attendance in Court re recognition hearing, including discussions with various counsel. Email from A&B attaching order/endorsement. Emails/discussions with Richter team. Email from S. Babe attaching updated plan.	3.50	595.00	2,082.50
04/13/2016	Pritesh Patel Preparation and attendance in Court. Review of CF reporting and revised Budget.	1.50	490.00	735.00
04/14/2016	Adam Sherman Emails from RAS re variance report for the period ending April 9 and revised cash flow forecast. Discussions with Richter team. Email from A&B attaching filed plan and disclosure statement.	2.50	595.00	1,487.50
04/14/2016	Pritesh Patel	1.00	490.00	490.00

Invoice No.: 20400777
Date: 04/20/2016



Date	Name and Description	Hours	Rate	Amount
04/15/2016	Review of filed Plan and DS. Discussion with A. Sherman on same. Adam Sherman Email from Aird&Berlis re scheduling of disclosure statement hearing (June 3) and other matters.	0.20	595.00	119.00
Fees Total		63.50		\$ 34,004.50

Invoice No.: 20400777
Date: 04/20/2016



Remittance Form

Zochem Inc.
1 Tilbury Court
Brampton, ON L6T 3T4

Invoice Summary

Sub-Total		\$ 34,004.50
Administrative Fees		1,700.23
GST/HST #885435842 RT0001		4,641.62
Total Due	CAD	\$ 40,346.35

Payment Options

Wire Transfer Toronto Dominion Bank
Commercial Banking Center
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATT
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTTOR
Email payment details, including invoice number and amount paid to:
ClientService@richter.ca

Cheques Payable to: Richter Advisory Group Inc.
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca

T. 416.488.2345

Richter Advisory Group Inc.
181 Bay St., Suite 3320
Bay Wellington Tower
Toronto ON M5J 2T3
www.richter.ca

Toronto, Montreal

RICHTER

Zochem Inc.
1 Tilbury Court
Brampton, ON L6T 3T4

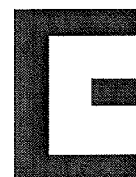
Date:	08/03/2016
Invoice No.:	20401087
Engagement No.:	2020480
Payment Terms:	Due on Receipt

Professional services rendered to July 31, 2016		\$ 34,554.00
Sub-Total		34,554.00
Administrative Fees		1,727.70
GST/HST #885435842 RT0001		4,716.62
Total Due	CAD	\$ 40,998.32

T. 416.488.2345

Richter Advisory Group Inc.
181 Bay St., Suite 3320
Bay Wellington Tower
Toronto ON M5J 2T3
www.richter.ca

Toronto, Montreal



Invoice No.: 20401087
Date: 08/03/2016



Fees

Name	Hours	Rate	Amount
Adam Sherman	17.70	\$ 595.00	\$ 10,531.50
Paul Van Eyk	5.30	595.00	3,153.50
Pritesh Patel	42.25	490.00	20,702.50
Soazig Bourguine	0.90	185.00	166.50
	66.15		\$ 34,554.00



Invoice No.: 20401087
Date: 08/03/2016

Fee and Disbursement Details

Date	Name and Description	Hours	Rate	Amount
04/18/2016	Paul Van Eyk Discussion with P. Patel on outstanding matters.	0.10	\$ 595.00	\$ 59.50
04/18/2016	Pritesh Patel Call from Axsun re claims process.	0.50	490.00	245.00
04/19/2016	Pritesh Patel Follow-up call with Axsun re claims process and payment of postpetition amounts.	0.50	490.00	245.00
04/20/2016	Adam Sherman Email from Ras re variance report for the period ending April 16, 2016.	0.50	595.00	297.50
04/20/2016	Pritesh Patel Review Zochem cash flow reporting.	0.50	490.00	245.00
04/27/2016	Adam Sherman Emails from Ras re variance report for the period ending April 23, 2016 and latest updated weekly cashflow forecast.	0.80	595.00	476.00
04/27/2016	Pritesh Patel Review of Zochem CF reporting. Call with S. Babe re May 2 hearing, plan update, and covenant breach.	1.00	490.00	490.00
05/04/2016	Adam Sherman Email from Ras re variance report for the period ending April 30, 2016.	0.30	595.00	178.50
05/04/2016	Pritesh Patel Review Zochem CF reporting. Review Epiq materials related to May 2 hearing.	1.50	490.00	735.00
05/11/2016	Adam Sherman Email from Ras re variance report for the period ending May 7, 2016. Email from Ras re revised cash flow for the period ending August 27, 2016.	1.00	595.00	595.00
05/12/2016	Pritesh Patel Review consolidated and Zochem CF forecasts. Review recent filings on US docket.	2.50	490.00	1,225.00
05/13/2016	Pritesh Patel Update call with Debtors' counsels to discuss status and upcoming hearings. Review DIP waiver and notice from UCC re US Bank action.	1.50	490.00	735.00
05/16/2016	Paul Van Eyk Update meeting with team.	0.25	595.00	148.75
05/18/2016	Adam Sherman	0.40	595.00	238.00

Invoice No.: 20401087
Date: 08/03/2016



Date	Name and Description	Hours	Rate	Amount
05/24/2016	Email from Ras re variance report for the period ending May 14, 2016. Paul Van Eyk Review of correspondence from equity group and their motion material.	0.50	595.00	297.50
05/25/2016	Adam Sherman Emails from Ras re variance report for the period ending May 21, 2016 and Zochem's updated cash flow for the period ending August 27, 2016.	0.80	595.00	476.00
05/25/2016	Pritesh Patel Review Zochem cash flow report from RAS. Review US docket for updates.	1.20	490.00	588.00
05/26/2016	Pritesh Patel Call with S. Babe re Disclosure Statement hearing and recognition in Canada. Review of DIP waiver and correspondence with S. Babe on same.	0.50	490.00	245.00
05/27/2016	Pritesh Patel Correspondence with counsel and Aird & Berlis re Disclosure Statement hearing. Review of objections filed.	1.00	490.00	490.00
05/30/2016	Paul Van Eyk Review of material from equity group.	0.50	595.00	297.50
05/30/2016	Pritesh Patel Review materials posted to US Docket.	0.70	490.00	343.00
06/01/2016	Adam Sherman Email from Ras re variance report for the period ending May 28, 2016. Emails between Goodmans and A&B re update.	0.40	595.00	238.00
06/02/2016	Pritesh Patel Review weekly CF reporting for Zochem.	0.50	490.00	245.00
06/08/2016	Adam Sherman Emails from Ras re variance report for the period ending June 4, 2016 and updated cash flow forecast.	0.70	595.00	416.50
06/08/2016	Pritesh Patel Review weekly CF reporting for Zochem and revised DIP Budget.	0.50	490.00	245.00
06/13/2016	Paul Van Eyk Review of material sent by US counsel.	0.25	595.00	148.75
06/15/2016	Adam Sherman Emails from various counsel re scheduling of update call. Email from RAS re variance report for the period ending June 11, 2016.	0.30	595.00	178.50
06/15/2016	Pritesh Patel	1.30	490.00	637.00

Invoice No.: 20401087
Date: 08/03/2016



Date	Name and Description	Hours	Rate	Amount
	Review of weekly Zochem CF reporting. Review of US docket in connection upcoming hearing.			
06/16/2016	Pritesh Patel Review of Disclosure Statement and Plan, drafting IO's Third Report. Call with Debtors' counsels re status and June 20 hearing.	3.80	490.00	1,862.00
06/17/2016	Paul Van Eyk Review of documents from counsel, discussion with A. Sherman and P. Patel on reporting.	0.50	595.00	297.50
06/20/2016	Pritesh Patel Continue drafting IO's Third Report. Review of docket in connection with same.	3.00	490.00	1,470.00
06/21/2016	Paul Van Eyk Review of emails.	0.20	595.00	119.00
06/21/2016	Adam Sherman Call with S. Bland of Wasteco, a creditor of Zochem, re various matters in connection with the proceeding and Wasteco's claim against Zochem.	0.40	595.00	238.00
06/22/2016	Adam Sherman Emails from Ras re variance report for the period ending Jun 18, 2016 and updated/extended cash flow forecast for the period ending October 1, 2016.	0.70	595.00	416.50
06/22/2016	Pritesh Patel Review materials posted to US docket. Edits to IO's report.	3.00	490.00	1,470.00
06/23/2016	Pritesh Patel Review of hearing transcript. Review of Zochem CF reporting. Review DS for report drafting.	2.25	490.00	1,102.50
06/27/2016	Pritesh Patel Review US docket for updates and mail received.	1.00	490.00	490.00
06/29/2016	Adam Sherman Email from Ras re variance report for the period ending 6/25/16.	0.40	595.00	238.00
06/29/2016	Pritesh Patel Finalize draft of IO's Third Report for A.Sherman. Review Zochem CF reporting.	3.80	490.00	1,862.00
06/30/2016	Paul Van Eyk Review of material sent during the week related to equity group and their report from SSG.	0.50	595.00	297.50
07/04/2016	Adam Sherman	2.50	595.00	1,487.50

Invoice No.: 20401087
Date: 08/03/2016



Date	Name and Description	Hours	Rate	Amount
	Review and provide comments on draft 3rd report. Discussion with P. Patel.			
07/05/2016	Paul Van Eyk Review of material from Delaware counsel on equity committee.	0.75	595.00	446.25
07/05/2016	Pritesh Patel Review of Amended DS and Order.	1.50	490.00	735.00
07/06/2016	Adam Sherman Emails from Aird & Berlis attaching draft motion material. Emails from Goodmans re comments on motion material. Review/provide comments on IO's 3rd report. Discussions with Richter team. Email from Ras re variance report for the period ending 7 2 2016.	3.00	595.00	1,785.00
07/06/2016	Pritesh Patel Update IO report for amendments to Plan and circulate draft to counsel for comment. Review of notice and Order.	5.50	490.00	2,695.00
07/07/2016	Adam Sherman Emails from Goodman's re update on US motion heard earlier on same date, comments on IO's 3rd report, etc. Discussions with Richter team. Email from Aird & Berlis re service of motion record returnable July 12. Email from Ras re updated cash flow.	1.50	595.00	892.50
07/07/2016	Pritesh Patel Review comments from counsel and update draft of IO report. Review CF reporting on Zochem and consolidated for Horsehead.	1.20	490.00	588.00
07/08/2016	Paul Van Eyk Review of material, review of draft report, review of emails.	1.25	595.00	743.75
07/08/2016	Adam Sherman Emails from Goodmans/Cassels providing additional comments on IO's 3rd report. Discussions with Richter team. Review and sign IO's 3rd report. Email from Goodmans re service of IO's 3rd report.	1.50	595.00	892.50
07/08/2016	Pritesh Patel Review comments received from counsels on report. Finalize and sign IO's Third Report.	1.00	490.00	490.00
07/11/2016	Soazig Bourguine Website posting.	0.30	185.00	55.50
07/11/2016	Paul Van Eyk Review of motion material sent by Aird & Berlis.	0.50	595.00	297.50

Invoice No.: 20401087
Date: 08/03/2016



Date	Name and Description	Hours	Rate	Amount
07/12/2016	Soazig Bourgine Website posting of supplementary motion record.	0.30	185.00	55.50
07/12/2016	Soazig Bourgine Website posting of Order & Endorsement.	0.30	185.00	55.50
07/12/2016	Adam Sherman Emails from Aird & Berlis attaching supplementary motion record re motion returnable July 12 2016. Preparation for and attendance in Court re recognition hearing, including discussions with various counsel in attendance.	1.00	595.00	595.00
07/13/2016	Adam Sherman Email from Ras re variance report for week ending 7/9/2016.	0.40	595.00	238.00
07/14/2016	Pritesh Patel Review Zochem CF reporting.	0.50	490.00	245.00
07/20/2016	Adam Sherman Emails from Ras re variance report for the period ending 7/16/2016 and updated weekly cash flow forecast for the period ending 10/29/2016.	0.70	595.00	416.50
07/21/2016	Pritesh Patel Review weekly CF reporting and DIP budget for Zochem.	0.50	490.00	245.00
07/25/2016	Pritesh Patel Review of US docket and compiling docs for upload to website per IO's Third Report. Responding to call from creditor re status of proceeding and claim process.	1.00	490.00	490.00
07/27/2016	Adam Sherman Email from Ras re variance report for the period ending 7/23/2016.	0.40	595.00	238.00
07/28/2016	Pritesh Patel Review Zochem CF reporting.	0.50	490.00	245.00
Fees Total		66.15		\$ 34,554.00

Invoice No.: 20401087
Date: 08/03/2016



Remittance Form

Zochem Inc.
1 Tilbury Court
Brampton, ON L6T 3T4

Invoice Summary

Sub-Total		\$ 34,554.00
Administrative Fees		1,727.70
GST/HST #885435842 RT0001		4,716.62
Total Due	CAD	\$ 40,998.32

Payment Options

Wire Transfer Toronto Dominion Bank
Commercial Banking Center
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATT
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTTOR
Email payment details, including invoice number and amount paid to:
ClientService@richter.ca

Cheques Payable to: Richter Advisory Group Inc.
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca

T. 416.488.2345

Richter Advisory Group Inc.
181 Bay St., Suite 3320
Bay Wellington Tower
Toronto ON M5J 2T3
www.richter.ca

Toronto, Montreal

RICHTER

Zochem Inc.
1 Tilbury Court
Brampton, ON L6T 3T4

Date: 09/07/2016
Invoice No.: 20401167
Engagement No.: 2020480
Payment Terms: Due on Receipt

Professional services rendered to September 2, 2016		\$ 11,438.00
Sub-Total		11,438.00
Administrative Fees		571.90
GST/HST #885435842 RT0001		1,561.29
Total Due	CAD	\$ 13,571.19

T. 416.488.2345

Richter Advisory Group Inc.
181 Bay St., Suite 3320
Bay Wellington Tower
Toronto ON M5J 2T3
www.richter.ca

Toronto, Montreal



Invoice No.: 20401167
Date: 09/07/2016



Fees

Name	Hours	Rate	Amount
Adam Sherman	6.20	\$ 595.00	\$ 3,689.00
Paul Van Eyk	1.00	595.00	595.00
Pritesh Patel	14.60	490.00	7,154.00
	21.80		\$ 11,438.00

Invoice No.: 20401167
Date: 09/07/2016



Fee and Disbursement Details

Date	Name and Description	Hours	Rate	Amount
08/03/2016	Adam Sherman Emails from Ras re variance report for the period ending 7/30/2016 and updated forecast for the period ending 10/29/2016.	0.70	\$ 595.00	\$ 416.50
08/08/2016	Paul Van Eyk Review of US filing materials, file admin.	0.25	595.00	148.75
08/11/2016	Pritesh Patel Review of Zochem CF reporting package.	0.50	490.00	245.00
08/16/2016	Paul Van Eyk Review of US filing material, re: fee examiner.	0.25	595.00	148.75
08/17/2016	Adam Sherman Emails from Ras re variance report for the period ending 8/13/2016 and revised DIP budget for the period ending 11/26/2016.	0.50	595.00	297.50
08/18/2016	Pritesh Patel Review Zochem CF reporting and Revised DIP Budget. Review of US docket and drafting IO's Fourth Report.	2.40	490.00	1,176.00
08/22/2016	Pritesh Patel Call with K&E to discuss upcoming Plan Confirmation hearings. Call with counsel re IO's Fourth Report. Review of process letter and voting results from K&E.	1.50	490.00	735.00
08/24/2016	Adam Sherman Email from Goodmans attaching draft IO report re plan confirmation. Email from Ras re variance report for the period ending 8/20/2016.	1.00	595.00	595.00
08/24/2016	Pritesh Patel Review of draft IO's report. Review Zochem and consolidated CF reporting.	1.20	490.00	588.00
08/25/2016	Adam Sherman Several emails from Goodmans and Cassels re scheduling matters.	0.20	595.00	119.00
08/29/2016	Pritesh Patel Edits and comments on IO's Fourth Report.	2.00	490.00	980.00
08/30/2016	Paul Van Eyk Review of US filing materials, emails.	0.50	595.00	297.50
08/31/2016	Adam Sherman Emails from Goodmans re update on examinations, discharge of IO, etc. Emails from Ras re variance report for the period ending 8/27/2016 and revised DIP budget for the period ending 11/26/2016.	1.00	595.00	595.00

Invoice No.: 20401167
Date: 09/07/2016



Date	Name and Description	Hours	Rate	Amount
08/31/2016	Pritesh Patel Review email re confirmation hearing. Review recognition order and notice of motion. Discussion with counsel on same.	1.00	490.00	490.00
09/01/2016	Adam Sherman Emails with Richter team. Emails from Goodmans re IO report, etc. Review draft of IO's Fourth Report, including comments on same.	2.00	595.00	1,190.00
09/01/2016	Pritesh Patel Review Zochem and consolidated CF reporting and revised DIP Budget. Review and comments on revised draft of IO report. Calls/emails with counsel on same and outcome of hearing.	4.00	490.00	1,960.00
09/02/2016	Adam Sherman Emails/call with P. Patel re comments on IO report, plan confirmation, etc. Emails from Goodmans re revised IO report, timing for recognition hearing, etc.	0.80	595.00	476.00
09/02/2016	Pritesh Patel Discussion with counsel re Plan confirmation and timing for recognition. Review of Foreign Representative's revised motion materials, affidavit, etc. Review and comments on revised draft of IO's report.	2.00	490.00	980.00
Fees Total		21.80		\$ 11,438.00

Invoice No.: 20401167
Date: 09/07/2016



Remittance Form

Zochem Inc.
1 Tilbury Court
Brampton, ON L6T 3T4

Invoice Summary

Sub-Total		\$ 11,438.00
Administrative Fees		571.90
GST/HST #885435842 RT0001		1,561.29
Total Due	CAD	\$ 13,571.19

Payment Options

Wire Transfer Toronto Dominion Bank
Commercial Banking Center
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATT
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR
Email payment details, including invoice number and amount paid to:
ClientService@richter.ca

Cheques Payable to: Richter Advisory Group Inc.
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca

T. 416.488.2345

Richter Advisory Group Inc.
181 Bay St., Suite 3320
Bay Wellington Tower
Toronto ON M5J 2T3
www.richter.ca

Toronto, Montreal

**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 HORSEHEAD HOLDING
CORP. 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

**AFFIDAVIT OF ADAM SHERMAN
(sworn September 9, 2016)**

GOODMANS LLP
Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

Robert J. Chadwick LSUC#: 35165K
rchadwick@goodmans.ca
Christopher G. Armstrong LSUC#: 55148B
carmstrong@goodmans.ca

Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for the Information Officer

TAB 3

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**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***

**AFFIDAVIT OF ROBERT J. CHADWICK
(sworn September 9, 2016)**

I, Robert J. Chadwick, of the City of Toronto, in the Province of Ontario, MAKE OATH
AND SAY:

1. I am a partner at Goodmans LLP ("**Goodmans**"), legal counsel to Richter Advisory Group Inc. ("**Richter**") in its capacity as the Court-appointed information officer (the "**Information Officer**") in the Part IV *Companies' Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) recognition proceedings of the Debtors (the "**CCAA Recognition Proceedings**"). I am the partner at Goodmans with overall responsibility for this file. As such, I have knowledge of the matters hereinafter deposed to, except where stated to be on information and belief and whereso stated I verily believe it to be true.

2. This affidavit is filed in connection with the Information Officer's motion seeking approval of its fees and disbursements and those of its counsel (Goodmans) in the CCAA Recognition Proceedings.

3. All amounts referenced herein are in Canadian dollars.

4. Richter was appointed as Information Officer pursuant to the Supplemental Order (Foreign Main Proceeding) granted in the within proceedings dated February 5, 2016 (the

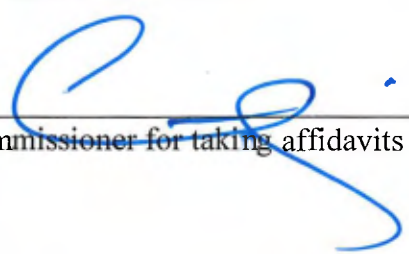
“**Supplemental Order**”). The Information Officer retained Goodmans as its counsel shortly prior to the commencement of the CCAA Recognition Proceedings.

5. Attached as Exhibit “A” hereto is summary listing of Goodmans’ invoices for the within matter for the period February 1, 2016 to September 6, 2016 (the “**Period**”), including invoice date and amount of the invoice. As shown in the summary listing, Goodmans total fees and disbursements for the Period are \$147,917 and \$1,554.55, respectively, in each case exclusive of applicable taxes. This amount includes billings for 271.7 professional hours at an average hourly rate of \$544.41. Goodmans total fees and disbursements for the Period are \$168,902.88, inclusive of applicable taxes. Attached as Exhibit “B” is a table detailing the billing rates and total hours of each of the professionals at Goodmans who performed services for the Information Officer in the within proceedings.

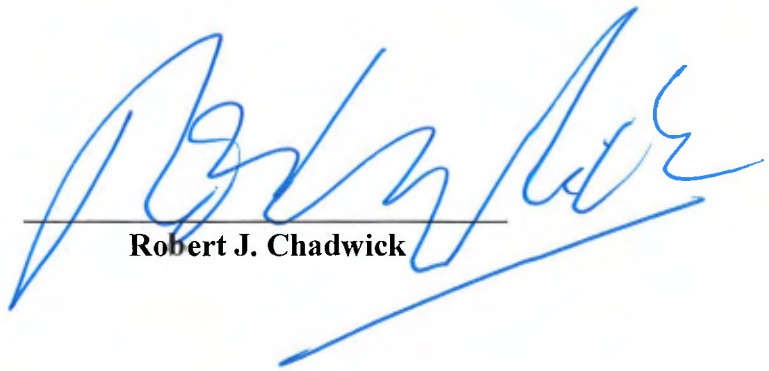
6. Goodmans’ professional rates and disbursements are consistent with those in the Toronto market for commercial restructuring matters and have been charged at Goodmans’ standard rates.

7. Attached as Exhibit “C” hereto are true and complete copies of Goodmans’ invoices for the within matter. These invoices have been submitted to the Information Officer and paid by the Debtors in the normal course since the commencement of the CCAA Recognition Proceedings as authorized by the Supplemental Order. The work performed by Goodmans as reflected in the attached invoices is consistent with the instructions given by the Information Officer to Goodmans from time to time.

SWORN BEFORE ME at the City of
Toronto, in the Province of Ontario, on
September 9, 2016.



Commissioner for taking affidavits



Robert J. Chadwick

This is Exhibit "A" referred to in the Affidavit of
Robert J. Chadwick, sworn before me on
September 9, 2016



Commissioner for Taking Affidavits, etc.

Goodmans LLP					
Invoice Summary re: Horsehead Holding Corp., Zochem Inc.					
Period: From 2/1/2016 To 9/6/2016					
Invoice	Date	Fees	Cost	Tax	Total
660325	2/16/2016	69,435.00	278.75	9,062.79	78,776.54
661749	3/9/2016	34,119.50	434.52	4,492.03	39,046.05
663117	3/31/2016	5,348.00	227.27	724.79	6,300.06
664827	4/30/2016	5,877.50	174.22	786.73	6,838.45
666386	5/31/2016	648.00	39.66	89.40	777.06
668986	7/22/2016	2,983.00	-	387.79	3,370.79
669562	8/2/2016	9,280.00	177.89	1,229.53	10,687.42
671195	9/7/2016	20,226.00	222.24	2,658.27	23,106.51
	Total	147,917.00	1,554.55	19,431.33	168,902.88
Total Bill Hours:		271.70			
Total Bill Amount:		147,917.00			
Average Billing Rate		544.41			

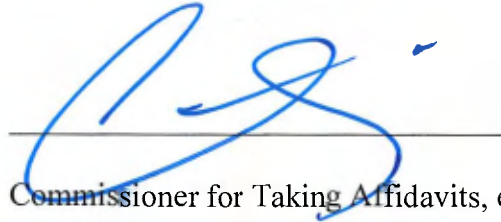
This is Exhibit "B" referred to in the Affidavit of
Robert J. Chadwick, sworn before me on
September 9, 2016



Commissioner for Taking Affidavits, etc.

Goodmans LLP					
re: Horsehead Holding Corp., Zochem Inc.					
Period: From 2/1/2016 To 9/6/2016					
TK ID	Name	Rank	Rate	Bill Hours	Bill Amount
CAG	Christopher Armstrong	Partner	640	108.6	69,504.00
RJC	Robert Chadwick	Partner	985	2.4	2,364.00
CDS	Caroline Descours	Associate	595	65.2	38,794.00
SYG	Sydney Young	Associate	440	70.0	30,800.00
LTM	Laura Magisano	Articlg Student	295	20.4	6,018.00
WPKA	Ashish Kedia	Word Processing	85	0.1	-
WPSM	Sheenagh Murphy	Word Processing	85	0.3	-
EMS	Elliot Seetner	Summer Student	230	1.9	437.00
YON	Yonca Umur	Summer Student	230	2.8	-
		Total		271.7	147,917.0
Average Billing Rate			544.41		

This is Exhibit "C" referred to in the Affidavit of
Robert J. Chadwick, sworn before me on
September 9, 2016



A handwritten signature in blue ink, consisting of a large, stylized 'C' followed by a series of loops and a final flourish, positioned above a horizontal line.

Commissioner for Taking Affidavits, etc.

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Direct Line: 416.597.4285
rchadwick@goodmans.ca

February 19, 2016

Personal & Confidential

Richter Advisory Group Inc.
Bay-Wellington Tower
181 Bay Street
Suite 3320
Toronto, ON M5J 2T3

Attention: Paul van Eyk
Adam Sherman
Pritesh Patel

Dear Sirs:

Re: Horsehead Holding Corp., Zochem Inc.

Please find enclosed our statement of account for services rendered with respect to the above-noted matter for the period from February 1, 2016 to February 11, 2016.

Please contact me if you have any questions with respect to our account.

Yours very truly,

Goodmans LLP

Robert J. Chadwick
RJC/oa
Encl.

6543603



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

February 16, 2016

Richter Advisory Group Inc.
3320 Bay-Wellington Tower
181 Bay St.
Toronto, ON
Canada M5J 2T3

ATTENTION: Paul van Eyk

OUR FILE NO. RADV 160397

OUR INVOICE NO. 660325

GST/HST REGISTRATION NO. R119422962

Re: Horsehead Holding Corp., Zochem Inc.

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
02/01/16	CAG	4.40	Reviewing information and telephone conference with R. Chadwick; telephone conference with client re: status of matter and work plan; telephone conference with C. Descours re: preparing materials; preparing initial notes on thoughts and issues.
02/01/16	RJC	.70	Review and consider structure and issues.
02/01/16	CDS	3.50	Reviewing draft U.S. declaration, DIP materials and CCAA recognition materials; reviewing DIP related case law; corresponding re: same.
02/02/16	CAG	2.00	Reviewing and commenting on Canadian orders, telephone conference with client re: overview of issues and next steps; considering further law re: matters.
02/02/16	RJC	1.10	Review key issues.
02/02/16	CDS	14.30	Teleconferences re: proceedings and DIP matters; reviewing draft U.S. declaration, DIP materials and CCAA application materials; attending motion for interim stay order; reviewing US motions and orders; drafting proposed information officer's report; corresponding and reviewing information re: same.
02/02/16	SYG	6.80	Drafting pre-filing report of the information officer; discussions with C. Descours re: same.



Barristers & Solicitors

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333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

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goodmans.ca

Invoice #660325 -- page 2

Date	TKID	Hours	Description
02/03/16	CAG	12.90	Listening to portions of U.S. first day DIP hearing; reviewing information, drafting and commenting on I.O. Report; telephone conference with clients re: status; telephone conferences with counsel to debtors and DIP lender; reviewing and considering law re: s.49, DIP and adequate protection.
02/03/16	CDS	12.10	Teleconferences with DIP lenders' counsel and Debtors' counsel re: various matters; drafting proposed information officers report; teleconferences with Richters re: same; corresponding re: same; reviewing information and back-up materials re: report; reviewing U.S. motion materials and DIP materials; reviewing case law re: DIP matters and recognition proceedings; attending via teleconference portion of U.S. first day motions; reviewing and corresponding re: draft recognition orders.
02/03/16	SYG	9.00	Reviewing, revising and distributing for comment the pre-filing report of the information officer; drafting notice of recognition order; discussions with C. Armstrong and C. Descours re: same; telephone conference of U.S. Court hearing; researching consideration of "adequate protection" in Canadian insolvency law.
02/04/16	CAG	16.30	Drafting and revising pre-filing I.O. Report and multiple telephone conferences with client re: comments; telephone conference with Lazard and client re: further background information; telephone conference with Company and others re: comments on report and reviewing same; attending to finalization and service of report; reviewing final U.S. DIP order and related materials and transcripts.
02/04/16	RJC	.60	Review key issues hearing; discussion of matters.
02/04/16	CDS	5.00	Reviewing revised draft information officer's report and corresponding re: same; reviewing case law re: recognition proceedings; reviewing adequate protection overview; reviewing revised U.S. DIP Order; preparing summary of key DIP terms; teleconferences re: report and motion materials; corresponding re: report and motion matters.
02/04/16	SYG	9.50	Researching judicial consideration of U.S. Orders; preparing summary of U.S. first day Orders; reviewing, revising and distributing pre-filing report of proposed information officer for comment; telephone conference with parties re: same; discussions with C. Armstrong re: same.
02/05/16	CAG	6.80	Preparing for and attending at Court re: initial recognition hearing and dealing with orders and other matters pre-hearing.



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #660325 -- page 3

Date	TKID	Hours	Description
02/05/16	CDS	4.50	Reviewing application materials and preparing for application; teleconferences re: application; corresponding re: orders; corresponding re: DIP matters; attending application hearing.
02/05/16	SYG	6.70	Reviewing, revising and distributing pre-filing report of proposed information officer for comment; discussions with C. Armstrong re: same; researching judicial consideration of debtor-in-possession loans in cross-border insolvency cases; drafting affidavit of service; attending hearing re: application.
02/08/16	CAG	.30	Reviewing reasons of Newbould J. and email to client re: next steps and enclosing orders.
02/08/16	CDS	.40	Corresponding re: notice of proceedings and entered orders; reviewing decision of Justice Newbould re: application for recognition proceedings.
02/08/16	SYG	.60	Reviewing reasons of Justice Newbould; reviewing, revising and distributing form of notice of Recognition Order for comment.
02/09/16	CDS	.50	Reviewing and corresponding re: notice of proceedings to be published in The Globe and Mail; reviewing Interim DIP Order.
02/09/16	SYG	1.10	Discussion with C. Descours re: file update; reviewing and responding to emails re: notice of recognition order.
02/11/16	CAG	.40	Telephone conference with client re: final DIP matters and status of matters.
02/11/16	CDS	.70	Update call with Richter and C. Armstrong; corresponding re: U.S. DIP motion matters.
02/11/16	SYG	.60	Discussion with C. Armstrong re: date for final U.S. hearing to approve DIP arrangements; reviewing motion materials re: same; preparing email to C. Armstrong re: same.

OUR FEE**\$69,435.00**



Barristers & Solicitors

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Toronto, Ontario M5H 2S7

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Facsimile: 416.979.1234
goodmans.ca

Invoice #660325 -- page 4

TKID	NAME	HOURS	RATE	TOTAL
CAG	Armstrong, Christopher	43.10 hrs	\$640.00	\$27,584.00
RJC	Chadwick, Robert J.	2.40 hrs	\$985.00	\$2,364.00
CDS	Descours, Caroline	41.00 hrs	\$595.00	\$24,395.00
SYG	Young, Sydney	34.30 hrs	\$440.00	\$15,092.00
				\$69,435.00

DISBURSEMENTS

Copies	252.50
Meals	26.25

TOTAL DISBURSEMENTS	\$278.75
----------------------------	-----------------

TOTAL FEES ON THIS INVOICE	\$69,435.00
HST ON FEES	9,026.55
NON TAXABLE DISBURSEMENTS	0.00
TAXABLE DISBURSEMENTS	278.75
TOTAL DISBURSEMENTS ON THIS INVOICE	\$278.75
HST ON TAXABLE DISBURSEMENT	36.24
TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$78,776.54

Goodmans^{LLP}

Barristers & Solicitors

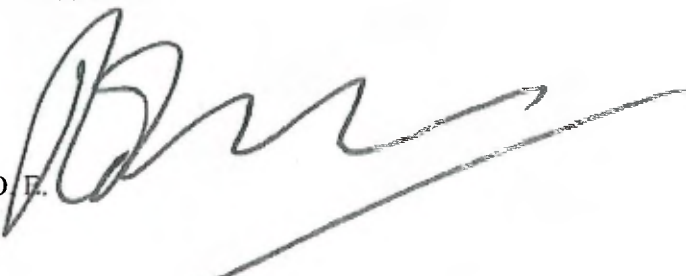
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #660325 -- page 5

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP

E. & O. E.
RJC /



This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.30% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #660325 -- page 6

PAYMENT OPTIONS

**Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Robert Chadwick, Matter # 160397, Invoice # 660325 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Direct Line: 416.597.4285
rchadwick@goodmans.ca

March 9, 2016

Personal & Confidential

Richter Advisory Group Inc.
Bay-Wellington Tower
181 Bay Street
Suite 3320
Toronto, ON M5J 2T3

Attention: Paul van Eyk
Adam Sherman
Pritesh Patel

Dear Sirs:

Re: Horsehead Holding Corp., Zochem Inc.

Please find enclosed our statement of account for services rendered with respect to the above-noted matter for the period from February 12, 2016 to March 4, 2016.

Please contact me if you have any questions with respect to our account.

Yours very truly,

Goodmans LLP



Robert J. Chadwick
RJC/oa
Encl.

6550755



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

March 9, 2016

Richter Advisory Group Inc.
3320 Bay-Wellington Tower
181 Bay St.
Toronto, ON
Canada M5J 2T3

ATTENTION: Paul van Eyk

OUR FILE NO. RADV 160397

OUR INVOICE NO. 661749

GST/HST REGISTRATION NO. R119422962

Re: Horsehead Holding Corp., Zochem Inc.

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
02/17/16	CAG	.10	Reviewing voicemail from client and reviewing U.S. docket re: UCC formation.
02/17/16	SYG	.10	Reviewing and responding to emails re: file update.
02/22/16	SYG	.60	Reviewing and responding to emails re: status of U.S. proceeding.
02/23/16	CAG	.20	Telephone conference with C. Descours re: status of matters.
02/23/16	CDS	.60	Teleconference and corresponding with C. Armstrong, and corresponding with Richter re: US second day motions and related recognition motion and DIP matters; reviewing upcoming U.S. motions; corresponding re: Information Officer's report.
02/24/16	CDS	1.70	Update call with A. Sherman; corresponding re: motion matters; reviewing draft motion materials; meeting with S. Young and corresponding re: draft report.
02/24/16	SYG	8.10	Reviewing documents re: U.S. proceedings; preparing emails to C. Armstrong and C. Descours re: same; drafting first report of the information officer; discussion with C. Descours re: same.
02/25/16	CAG	.10	Reviewing email from C. Descours re: summary of call with US counsel to Horsehead.



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #661749 -- page 2

Date	TKID	Hours	Description
02/25/16	CDS	2.80	Update call with A. Sherman; update call with Debtors' counsel; reviewing draft motion materials; revising draft report and preparing comments re: same; corresponding re: DIP and motion matters.
02/25/16	SYG	.30	Reviewing documents re: U.S. proceedings; preparing email to C. Armstrong and C. Descours re: same.
02/26/16	CAG	.60	Reviewing and commenting on company motion materials and Order; reviewing UCC DIP objection.
02/26/16	CDS	2.00	Corresponding re: motion materials; teleconference with A. Sherman re: DIP and motion matters; reviewing and revising draft report; corresponding re: same; reviewing objection materials filed in Chapter 11 Proceedings.
02/26/16	SYG	3.10	Reviewing, revising and circulating first report of the information officer for comments; discussions with C. Descours re: same.
02/27/16	CAG	.70	Reviewing and commenting on draft I.O. report.
02/27/16	CDS	.40	Reviewing updated first report and corresponding re: same.
02/27/16	SYG	2.00	Reviewing, revising and circulating first report of the information officer for comment.
02/28/16	CDS	1.30	Reviewing DIP objection and reply materials; reviewing revised DIP order; corresponding re: same.
02/28/16	SYG	.20	Reviewing and responding to emails re: first report of the information officer.
02/29/16	CAG	1.20	Telephone conference with counsel to company re: DIP negotiation status; reviewing updated draft report.
02/29/16	CDS	2.10	Reviewing DIP materials and motion materials; corresponding re: same; update calls with Debtors' counsel.
02/29/16	SYG	3.00	Telephone conference with Richter and debtor counsel re: status update; drafting rider to first report of information officer; discussion with C. Armstrong re: same; drafting affidavit of service.
03/01/16	CAG	2.00	Telephone conference with company counsel re: DIP negotiations and reviewing/considering revised DIP Order and Zochen carve out.
03/01/16	CDS	5.90	Participating in update calls with debtors' counsel; reviewing and revising draft report; reviewing U.S. DIP and motion materials; corresponding re: report and motion matters.



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Invoice #661749 -- page 3

Date	TKID	Hours	Description
03/01/16	SYG	4.40	Reviewing and revising first report of the information officer; drafting summary chart re: U.S. second day orders; discussions with C. Descours re: same; reviewing and responding to emails re: U.S. second day hearing.
03/02/16	CAG	9.10	Reviewing, revising and attending to finalization of report and multiple emails, telephone conferences with client and company and DIP counsel; reviewing Court materials and preparing for Court.
03/02/16	CDS	3.00	Reviewing, revising and providing comments re: draft report; teleconferences and corresponding with Richter re: same; reviewing and corresponding re: U.S. DIP and motion matters; listening via teleconference to portion of U.S. hearing re: DIP motion; corresponding with debtor's counsel re: information requests.
03/02/16	SYG	7.90	Telephone conference of U.S. hearing; revising, revising and distributing first report of the information officer for comment; discussions with C. Armstrong and C. Descours re: same.
03/03/16	CDS	.30	Corresponding re: recognition motion and reviewing endorsement.
03/03/16	SYG	.30	Instruction to T. Kennedy re: filing first report of the information officer with court office.

OUR FEE**\$34,119.50**

TKID	NAME	HOURS	RATE	TOTAL
CAG	Armstrong, Christopher	14.00 hrs	\$640.00	\$8,960.00
CDS	Descours, Caroline	20.10 hrs	\$595.00	\$11,959.50
SYG	Young, Sydney	30.00 hrs	\$440.00	\$13,200.00
				\$34,119.50

DISBURSEMENTS

Copies	326.75
Delivery - Courier	24.77
Computer Searches - Westlaw Carswell	83.00

TOTAL DISBURSEMENTS**\$434.52**

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Toronto, Ontario M5H 2S7


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Invoice #661749 -- page 4

TOTAL FEES ON THIS INVOICE	\$34,119.50
HST ON FEES	4,435.54
NON TAXABLE DISBURSEMENTS	0.00
TAXABLE DISBURSEMENTS	434.52
TOTAL DISBURSEMENTS ON THIS INVOICE	\$434.52
HST ON TAXABLE DISBURSEMENT	56.49
TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$39,046.05

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP

E. & O. B.
RJC /



This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.30% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.



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Toronto, Ontario M5H 2S7

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Facsimile: 416.979.1234
goodmans.ca

Invoice #661749 -- page 5

PAYMENT OPTIONS

**Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Robert Chadwick, Matter # 160397, Invoice # 661749 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Direct Line: 416.597.4285
rchadwick@goodmans.ca

April 4, 2016

Personal & Confidential

Richter Advisory Group Inc.
Bay-Wellington Tower
181 Bay Street
Suite 3320
Toronto, ON M5J 2T3

Attention: Paul van Eyk
Adam Sherman
Pritesh Patel

Dear Sirs:

Re: Horsehead Holding Corp., Zochem Inc.

Please find enclosed our statement of account for services rendered with respect to the above-noted matter for the period from March 3, 2016 to March 31, 2016.

Please contact me if you have any questions with respect to our account.

Yours very truly,

Goodmans LLP

Robert J. Chadwick
RJC/ra
Encl.

6558401



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

March 31, 2016

Richter Advisory Group Inc.
3320 Bay-Wellington Tower
181 Bay St.
Toronto, ON
Canada M5J 2T3

ATTENTION: Paul van Eyk

OUR FILE NO. RADV 160397
OUR INVOICE NO. 663117
GST/HST REGISTRATION NO. R119422962

Re: Horsehead Holding Corp., Zochem Inc.

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
03/03/16	CAG	6.20	Preparing for and attending at Court re: DIP recognition hearing.
03/15/16	SYG	.20	Reviewing documents re: U.S. proceeding; preparing email to C. Armstrong and C. Descours re: same.
03/22/16	CAG	.30	Emails with C. Descours re: new US filings; reviewing DIP notice of default and email to client re: same.
03/22/16	CDS	.80	Reviewing recent U.S. filings and claims bar date order; corresponding re: same; reviewing DIP notice of default and corresponding re: same.
03/23/16	CAG	.60	Telephone conference with R. Dahl re: DIP default issues and next steps; telephone conference with client re: same; reviewing U.S. bar date Order and email to company counsel re: recognition matters.
03/24/16	CAG	.10	Email to U.S. debtor counsel re: recognition matters.
03/24/16	SYG	.10	Reviewing and responding to emails re: file update.
03/31/16	SYG	.30	Reviewing and responding to emails re: service list.

OUR FEE

\$5,348.00

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #663117 -- page 2

TKID	NAME	HOURS	RATE	TOTAL
CAG	Armstrong, Christopher	7.20 hrs	\$640.00	\$4,608.00
CDS	Descours, Caroline	0.80 hrs	\$595.00	\$476.00
SYG	Young, Sydney	0.60 hrs	\$440.00	\$264.00
				\$5,348.00

DISBURSEMENTS

Telephone - Long Distance	3.00
Parking/ Cab / Mileage	51.06
Copies	10.25
Meals	6.03
Conference Calls	143.66
Delivery - Courier	13.27

TOTAL DISBURSEMENTS	\$227.27
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TOTAL FEES ON THIS INVOICE	\$5,348.00
HST ON FEES	695.24
NON TAXABLE DISBURSEMENTS	0.00
TAXABLE DISBURSEMENTS	227.27
TOTAL DISBURSEMENTS ON THIS INVOICE	\$227.27
HST ON TAXABLE DISBURSEMENT	29.55
TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$6,300.06

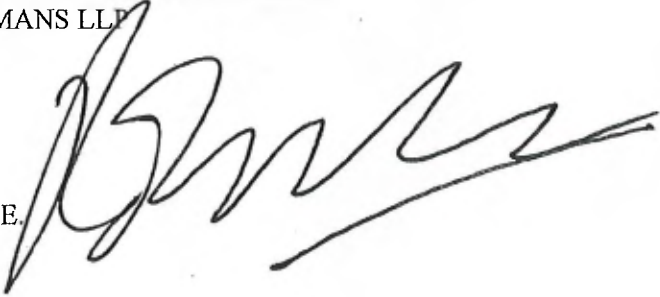
Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7Telephone: 416.979.2211
Facsimile: 416.979.1234
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Invoice #663117 -- page 3

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E. & O. E.
RJC /

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.30% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.

Goodmans^{LLP}

Barristers & Solicitors

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333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

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Facsimile: 416.979.1234
goodmans.ca

Invoice #663117 -- page 4

PAYMENT OPTIONS

**Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Robert Chadwick, Matter # 160397, Invoice # 663 117 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Direct Line: 416.597.4285
rchadwick@goodmans.ca

May 5, 2016

Personal & Confidential

Richter Advisory Group Inc.
Bay-Wellington Tower
181 Bay Street
Suite 3320
Toronto, ON M5J 2T3

Attention: Paul van Eyk
Adam Sherman
Pritesh Patel

Dear Sirs:

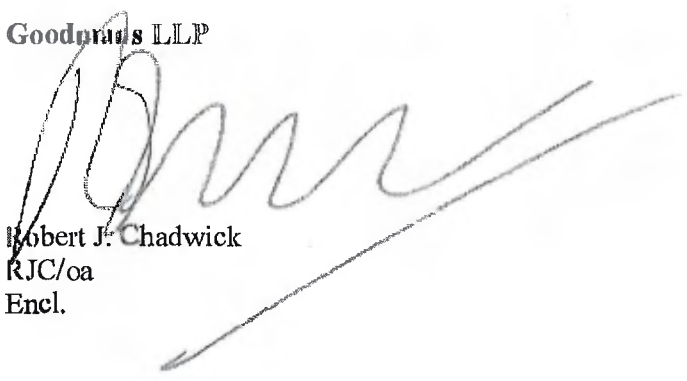
Re: Horsehead Holding Corp., Zochem Inc.

Please find enclosed our statement of account for services rendered with respect to the above-noted matter for the period from April 1, 2016 to April 30, 2016.

Please contact me if you have any questions with respect to our account.

Yours very truly,

Goodmans LLP



Robert J. Chadwick
RJC/oa
Encl.



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

April 30, 2016

Richter Advisory Group Inc.
3320 Bay-Wellington Tower
181 Bay St.
Toronto, ON
Canada M5J 2T3

ATTENTION: Paul van Eyk

OUR FILE NO. RADV 160397

OUR INVOICE NO. 664827

GST/HST REGISTRATION NO. R119422962

Re: Horsehead Holding Corp., Zochem Inc.

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
03/31/16	CAG	.90	Telephone conference with client re: DIP defaults and other matters and reviewing motion materials and email re: call with Company counsel.
04/01/16	CAG	.70	Telephone conference with Company counsel re: status of matters.
04/01/16	SYG	.10	Reviewing and responding to emails re: service list.
04/04/16	SYG	.40	Reviewing and responding to emails re: U.S. proceeding.
04/06/16	CAG	.20	Telephone conference with client re: status of Information Officer's Report.
04/06/16	SYG	1.70	Reviewing agenda re: U.S. hearing; attending telephone conference re: U.S. hearing; reviewing and responding to emails re: same.
04/07/16	CAG	.40	Telephone conference with client re: status and briefly reviewing draft plan and Disclosure Statement.
04/08/16	CAG	.40	Reviewing company motion materials.
04/08/16	SYG	.20	Reviewing motion record of the Applicant.
04/11/16	CAG	.80	Reviewing and commenting on draft 2nd report; reviewing DIP notice re: default interest.
04/11/16	CDS	1.00	Reviewing draft second report, preparing comments and corresponding re: same.



Barristers & Solicitors
 Bay Adelaide Centre
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 Toronto, Ontario M5H 2S7
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 Facsimile: 416.979.1234
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Invoice #664827 -- page 2

Date	TKID	Hours	Description
04/11/16	SYG	1.20	Reviewing second report of the Information Officer; reviewing and responding to emails re: same; drafting affidavit of service.
04/12/16	CAG	.20	Emails re: motion and plan matters.
04/12/16	CDS	.60	Reviewing materials; preparing for motion; corresponding re: same.
04/12/16	SYG	.60	Preparing second report of the Information Officer and affidavit of service for filing with the court office; reviewing and responding to emails re: same.
04/13/16	CDS	1.10	Attending recognition hearing; corresponding re: plan.
04/14/16	CDS	.20	Reviewing Plan re: Zochem creditors and corresponding re: same.

OUR FEE **\$5,877.50**

TKID	NAME	HOURS	RATE	TOTAL
CAG	Armstrong, Christopher	3.60 hrs	\$640.00	\$2,304.00
CDS	Descours, Caroline	2.90 hrs	\$595.00	\$1,725.50
SYG	Young, Sydney	4.20 hrs	\$440.00	\$1,848.00
				\$5,877.50

DISBURSEMENTS

Copies	42.25
Meals	12.48
Conference Calls	92.28
Delivery - Courier	27.21

TOTAL DISBURSEMENTS **\$174.22**

TOTAL FEES ON THIS INVOICE **\$5,877.50**

HST ON FEES **764.08**

NON TAXABLE DISBURSEMENTS **0.00**

Goodmans™

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

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Facsimile: 416.979.1234

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Invoice #664827 -- page 3

TAXABLE DISBURSEMENTS	174.22	
TOTAL DISBURSEMENTS ON THIS INVOICE		\$174.22
HST ON TAXABLE DISBURSEMENT		22.65
TOTAL THIS INVOICE (CANADIAN DOLLARS)		\$6,838.45

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP

E. & O. L.
RJC



This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.30% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.



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Toronto, Ontario M5H 2S7

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Facsimile: 416.979.1234
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Invoice #664827 -- page 4

STATEMENT OF ACCOUNTS RECEIVABLE (Does not include current invoice amount)

DATE	NUMBER	INVOICE AMT	TOTAL PAID/CR	BALANCE DUE
03/31/16	663117	\$6,300.06	\$0.00	\$6,300.06
TOTAL OUTSTANDING INVOICES (IN CDN)				\$6,300.06



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
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Invoice #664827 -- page 5

PAYMENT OPTIONS

**Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Robert Chadwick, Matter # 160397, Invoice # 664827 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

Goodmans ^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Direct Line: 416.597.4285
rchadwick@goodmans.ca

June 13, 2016

Personal & Confidential

Richter Advisory Group Inc.
Bay-Wellington Tower
181 Bay Street
Suite 3320
Toronto, ON M5J 2T3

Attention: Paul van Eyk
Adam Sherman
Pritesh Patel

Dear Sirs:


Re: Horsehead Holding Corp., Zochem Inc.

Please find enclosed our statement of account for services rendered with respect to the above-noted matter for the period from May 1, 2016 to May 26, 2016.

Please contact me if you have any questions with respect to our account.

Yours very truly,

Goodmans LLP


Robert L. Chadwick
RJC/ol
Encl.

6579716



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

May 31, 2016

Richter Advisory Group Inc.
3320 Bay-Wellington Tower
181 Bay St.
Toronto, ON
Canada M5J 2T3

ATTENTION: Paul van Eyk

OUR FILE NO. RADV 160397
OUR INVOICE NO. 666386
GST/HST REGISTRATION NO. R119422962

Re: Horsehead Holding Corp., Zochem Inc.

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
05/13/16	CAG	.60	Telephone conference with client and debtor counsel re: status update.
05/30/16	SYG	.60	Reviewing and responding to emails re: upcoming U.S. hearing.

OUR FEE				\$648.00
TKID	NAME	HOURS	RATE	TOTAL
CAG	Armstrong, Christopher	0.60 hrs	\$640.00	\$384.00
SYG	Young, Sydney	0.60 hrs	\$440.00	\$264.00
				\$648.00

DISBURSEMENTS

Conference Calls	39.66
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TOTAL DISBURSEMENTS	\$39.66
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TOTAL FEES ON THIS INVOICE	\$648.00
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Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

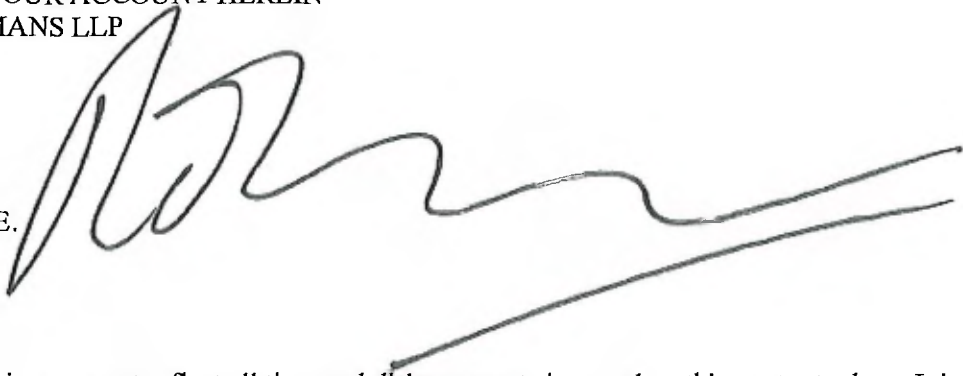
Telephone: 416.979.2211
Facsimile: 416.979.1234
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Invoice #666386 -- page 2

HST ON FEES		84.24
NON TAXABLE DISBURSEMENTS	0.00	
TAXABLE DISBURSEMENTS	39.66	
TOTAL DISBURSEMENTS ON THIS INVOICE		\$39.66
HST ON TAXABLE DISBURSEMENT		5.16
TOTAL THIS INVOICE (CANADIAN DOLLARS)		\$777.06

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP

E. & O. E.
RJC /



This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.30% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #666386 -- page 3

PAYMENT OPTIONS

**Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Robert Chadwick, Matter # 160397, Invoice # 666386 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.caDirect Line: 416.597.4285
rchadwick@goodmans.ca

July 26, 2016

Private & ConfidentialRichter Advisory Group Inc.
Bay-Wellington Tower
181 Bay Street
Suite 3320
Toronto, ON M5J 2T3**Attention: Paul van Eyk**
Adam Sherman
Pritesh Patel


Dear Sirs:

Re: Horsehead Holding Corp., Zochem Inc.

Please find enclosed our statement of account for services rendered with respect to the above-noted matter for the period from May 27, 2016 to June 30, 2016.

Please contact me if you have any questions with respect to our account.

Yours very truly,

Goodmans LLP
Robert J. Chadwick
RJC/oa
Encl.

6595809



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

July 22, 2016

Richter Advisory Group Inc.
3320 Bay-Wellington Tower
181 Bay St.
Toronto, ON
Canada M5J 2T3

ATTENTION: Paul van Eyk

OUR FILE NO. RADV 160397
OUR INVOICE NO. 668986
GST/HST REGISTRATION NO. R1 19422962

Re: Horsehead Holding Corp., Zochem Inc.

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
05/27/16	CAG	.50	Emails with clients/debtor counsel re: status and reviewing objections to disclosure statement.
05/30/16	CAG	1.10	Reviewing disclosure statement and plan.
06/01/16	SYG	.30	Discussion with C. Armstrong re: file update; researching information officer reports discussing disclosure statements.
06/06/16	CAG	.10	Reviewing motion re: NMTC loan.
06/14/16	CAG	.50	Reviewing various filings re: disclosure statement hearing and email to client re: status.
06/16/16	CAG	.50	Telephone conference with company counsel and client re: status of disclosure status hearing and case.
06/16/16	CDS	.40	Update call with Kirkland & Ellis, Aird & Berlis and Richter.
06/20/16	CAG	.20	Meeting with E. Seetner re: Chapter II hearing status and reporting email to client re: same.
06/20/16	EMS	1.80	Meeting with C. Armstrong to get instructions on Horsehead dial-in hearing; dialing in to Horsehead hearing, listening and taking notes; drafting and sending email to C. Armstrong and C. Descours summarizing the hearing.
06/21/16	EMS	.10	Reading Ethical Wall memo.



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #668986 -- page 2

Date	TKID	Hours	Description
06/28/16	CAG	.20	Reviewing equity committee objection to plan exclusivity.
06/30/16	CAG	.30	Reviewing third amendment to DIP, email to debtor counsel re: timing of motion.

OUR FEE	\$2,983.00
----------------	-------------------

TKID	NAME	HOURS	RATE	TOTAL
CAG	Armstrong, Christopher	3.40 hrs	\$640.00	\$2,176.00
CDS	Descours, Caroline	0.40 hrs	\$595.00	\$238.00
SYG	Young, Sydney	0.30 hrs	\$440.00	\$132.00
EMS	Seetner, Elliot	1.90 hrs	\$230.00	\$437.00
				\$2,983.00

TOTAL FEES ON THIS INVOICE	\$2,983.00
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HST ON FEES	387.79
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TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$3,370.79
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Barristers & Solicitors


Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #668986 -- page 3

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP

E. & O. E.
RJC /

A large, stylized handwritten signature in black ink, written over the text "E. & O. E. RJC /".

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.30% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #668986 -- page 4

STATEMENT OF ACCOUNTS RECEIVABLE (Does not include current invoice amount)

DATE	NUMBER	INVOICE AMT	TOTAL PAID/CR	BALANCE DUE
05/31/16	666386	\$777.06	\$0.00	\$777.06
TOTAL OUTSTANDING INVOICES (IN CDN)				\$777.06



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #668986 -- page 5

PAYMENT OPTIONS

Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Robert Chadwick, Matter # 160397, Invoice # 668986 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

Goodmans^{LLP}

Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Direct Line: 416.597.4285
rchadwick@goodmans.ca

August 2, 2016

Private & Confidential

Richter Advisory Group Inc.
Bay-Wellington Tower
181 Bay Street
Suite 3320
Toronto, ON M5J 2T3

Attention: Paul van Eyk
Adam Sherman
Pritesh Patel

Dear Sirs:

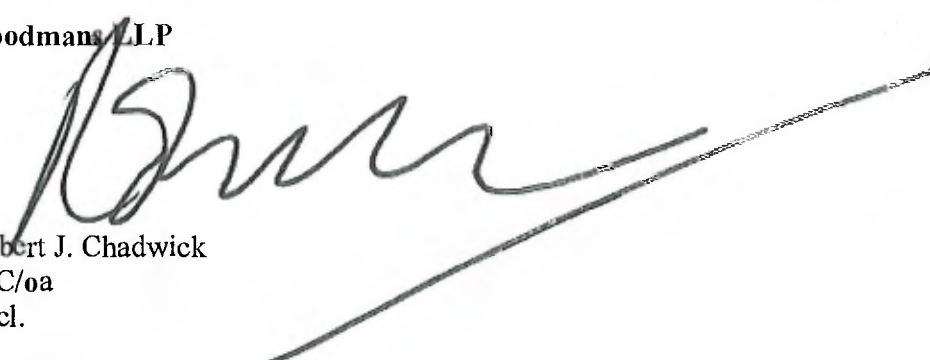
Re: Horsehead Holding Corp., Zochem Inc.

Please find enclosed our statement of account for services rendered with respect to the above-noted matter for the period from July 1, 2016 to July 31, 2016.

Please contact me if you have any questions with respect to our account.

Yours very truly,

Goodmans LLP


Robert J. Chadwick
RJC/oa
Encl.

6598249



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

August 2, 2016

Richter Advisory Group Inc.
3320 Bay-Wellington Tower
181 Bay St.
Toronto, ON
Canada M5J 2T3

ATTENTION: Paul van Eyk

OUR FILE NO. RADV 160397
OUR INVOICE NO. 669562
GST/HST REGISTRATION NO. R119422962

Re: Horsehead Holding Corp., Zochem Inc.

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
07/06/16	CAG	1.00	Reviewing and commenting on draft company motion materials and telephone conference with client re: status/next steps.
07/07/16	CAG	6.80	Reviewing and commenting on Third Information Officer Report and drafting riders; reviewing/considering various plan and Disclosure Statement documents and discussing with clients; listening to U.S. Disclosure Statement hearing and reporting email to client re: same.
07/08/16	CAG	3.90	Revisions to information officer's report; reviewing comments from other parties; attending to service and finalization of information officer's report.
07/11/16	CAG	1.50	Attending to service and motion matters; reviewing amended versions of Plan, disclosure statement and order and preparing for hearing.
07/12/16	CAG	1.30	Attending at Court re: recognition of Disclosure Statement Order.

OUR FEE

\$9,280.00



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #669562 -- page 2

TKID	NAME	HOURS	RATE	TOTAL
CAG	Armstrong, Christopher	14.50 hrs	\$640.00	\$9,280.00
				\$9,280.00

DISBURSEMENTS

Copies	9.00
Conference Calls	48.57
Delivery - Courier	44.82
Process Server	75.50

TOTAL DISBURSEMENTS	\$177.89
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TOTAL FEES ON THIS INVOICE	\$9,280.00
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HST ON FEES	1,206.40
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NON TAXABLE DISBURSEMENTS	0.00
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TAXABLE DISBURSEMENTS	177.89
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TOTAL DISBURSEMENTS ON THIS INVOICE	\$177.89
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HST ON TAXABLE DISBURSEMENT	23.13
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TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$10,687.42
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Goodmans^{LLP}

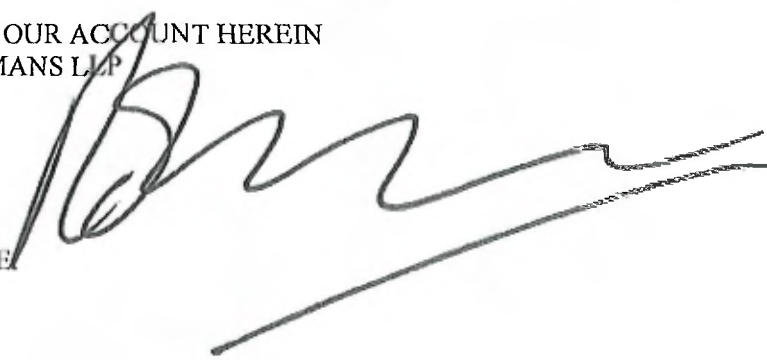
Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #669562 -- page 3

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP



E. & O. E.
RJC /

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.30% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #669562 -- page 4

STATEMENT OF ACCOUNTS RECEIVABLE (Does not include current invoice amount)

DATE	NUMBER	INVOICE AMT	TOTAL PAID/CR	BALANCE DUE
05/31/16	666386	\$777.06	\$0.00	\$777.06
07/22/16	668986	\$3,370.79	\$0.00	\$3,370.79
TOTAL OUTSTANDING INVOICES (IN CDN)				\$4,147.85



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #669562 -- page 5

PAYMENT OPTIONS

**Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Robert Chadwick, Matter # 160397, Invoice # 669562 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Direct Line: 416.597.4285
rchadwick@goodmans.ca

September 7, 2016

Private & Confidential

Richter Advisory Group Inc.
Bay-Wellington Tower
181 Bay Street
Suite 3320
Toronto, ON M5J 2T3

Attention: Paul van Eyk
Adam Sherman
Pritesh Patel

Dear Sirs:


Re: Horsehead Holding Corp., Zochem Inc.

Please find enclosed our statement of account for services rendered with respect to the above-noted matter for the period from August 1, 2016 to September 6, 2016.

Please contact me if you have any questions with respect to our account.

Yours very truly,

Goodmans LLP



Robert J. Chadwick
RJC/oa
Encl.

6609981



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

September 7, 2016

Richter Advisory Group Inc.
3320 Bay-Wellington Tower
181 Bay St.
Toronto, ON
Canada M5J 2T3

ATTENTION: Paul van Eyk

OUR FILE NO. RADV 160397
OUR INVOICE NO. 671195
GST/HST REGISTRATION NO. R119422962

Re: Horsehead Holding Corp., Zochem Inc.

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
08/02/16	CAG	.30	Reviewing US filings received.
08/22/16	CAG	1.20	Telephone conference with client, Aird & Berlis and Kirkland & Ellis re: status of case/next steps and further telephone conference with client re: same.
08/23/16	CAG	5.00	Drafting Fourth Information Officer Report and reviewing various plans and other Chapter 11 filings.
08/24/16	CAG	.50	Continue drafting/revising Fourth Report of the Information Officer and circulating to client for comments.
08/26/16	CAG	.30	Meeting with L. Magisano re: instructions on Horsehead confirmation hearing.
08/29/16	CAG	3.10	Attending at Court re: 9:30 scheduling hearing; reviewing various chapter 11 confirmation hearing materials.
08/30/16	CAG	.50	Meeting with L. Magisano re: status of confirmation hearing and brief email to client re: same.
08/30/16	LTM	6.50	Attending confirmation hearing of Horsehead Holding Corp via court call; drafting notes of the hearing.
08/31/16	CAG	2.60	Reviewing and commenting on draft confirmation recognition motion materials; telephone conferences with client, Aird & Berlis and Cassels Brock re: same and next steps; meeting with L. Magisano re: confirmation hearing;



Barristers & Solicitors

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333 Bay Street, Suite 3400
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Telephone: 416.979.2211
Facsimile: 416.979.1234
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Invoice #671195 -- page 2

Date	TKID	Hours	Description
			reviewing plan materials.
08/31/16	LTM	6.10	Attending confirmation hearing of Horsehead Holding Corp. via court call; drafting notes of the hearing; sending email correspondence to C. Armstrong re: update on proceedings.
09/01/16	CAG	2.70	Reviewing chapter 11 materials (forms of Order, etc.) and drafting and updating report re: same and developments; telephone conference with client re: comments/status; meeting with L. Magisano re: update on confirmation hearing.
09/01/16	LTM	6.90	Attending confirmation hearing of Horsehead Holding Corp. via court call; drafting notes of the hearing; sending email correspondence to C. Armstrong re: update on proceedings.
09/02/16	CAG	3.00	Listening to Judge Sontchi ruling on confirmation hearing; revising/drafting Information Officers Report and emails re: timing.
09/02/16	LTM	.90	Attending judgement of the confirmation hearing of Horsehead Holding Corp. via court call; drafting notes of the hearing; sending email correspondence to C. Armstrong.
09/05/16	CAG	.10	Emails with Debtor and DIP counsel re: timing.
09/06/16	CAG	2.90	Updating Information Officer Report based on comments received; emails with Aird & Berlis re: timing for motion; drafting fee approval motion materials and emails with Richter re: same.

OUR FEE**\$20,226.00**

TKID	NAME	HOURS	RATE	TOTAL
CAG	Armstrong, Christopher	22.20 hrs	\$640.00	\$14,208.00
LTM	Magisano, Laura	20.40 hrs	\$295.00	\$6,018.00
				\$20,226.00

DISBURSEMENTS

Copies	108.00
Conference Calls	114.24

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #671195 -- page 3

TOTAL DISBURSEMENTS **\$222.24**

TOTAL FEES ON THIS INVOICE \$20,226.00

HST ON FEES 2,629.38

NON TAXABLE DISBURSEMENTS 0.00

TAXABLE DISBURSEMENTS 222.24

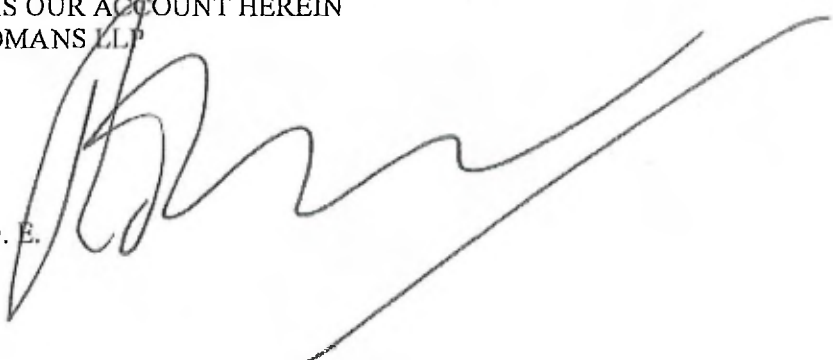
TOTAL DISBURSEMENTS ON THIS INVOICE \$222.24

HST ON TAXABLE DISBURSEMENT 28.89

TOTAL THIS INVOICE (CANADIAN DOLLARS) \$23,106.51

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP

E. & O. E.
RJC /



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Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #671195 -- page 4

PAYMENT OPTIONS

**Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Robert Chadwick, Matter # 160397, Invoice # 671 195 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

**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 HORSEHEAD HOLDING
CORP. 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

AFFIDAVIT OF ROBERT J. CHADWICK
(sworn September 9, 2016)

GOODMANS LLP
Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

Robert J. Chadwick LSUC#: 35165K
rchadwick@goodmans.ca
Christopher G. Armstrong LSUC#: 55148B
carmstrong@goodmans.ca

Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for the Information Officer

TAB 4

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

THE HONOURABLE MR.) THURSDAY, THE 15th
)
JUSTICE NEWBOULD) DAY OF SEPTEMBER, 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***

ORDER

(Approval of Information Officer's and its Counsel's Fees and Disbursements)

THIS MOTION, made by Richter Advisory Group Inc. in its capacity as the Court-appointed information officer (the "**Information Officer**") in the Part IV *Companies' Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) recognition proceedings of the Debtors (the "**CCAA Recognition Proceedings**") for an Order substantially in the form enclosed in the Motion Record, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Affidavit of Adam Sherman sworn September 9, 2016 (the "**Sherman Affidavit**") and the Affidavit of Robert J. Chadwick sworn September 9, 2016 (the "**Chadwick Affidavit**"), and on hearing the submissions of counsel for the Debtors, 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, and no one else appearing although duly served as appears from the affidavit of service of ● sworn September ●, 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.

APPROVAL OF ACCOUNTS

2. **THIS COURT ORDERS** that (a) the fees and disbursements of the Information Officer, as set out in the Sherman Affidavit, and (b) the fees and disbursements of Goodmans LLP (“**Goodmans**”) as set out in the Chadwick Affidavit, incurred in connection with this proceeding be and are hereby authorized and approved.

3. **THIS COURT ORDERS AND DECLARES** that the fees and disbursements of the Information Officer and Goodmans that are not set out in the Sherman Affidavit or the Chadwick Affidavit but that have been or will be incurred in the performance of the duties of the Information Officer are hereby authorized and approved up to a maximum of \$50,000 in the aggregate (excluding applicable taxes) and in that regard the Information Officer and Goodmans shall provide to the Debtors an account or accounts for the fees and disbursements of the Information Officer and Goodmans so incurred and the Debtors shall pay such fees and disbursements prior to the Effective Date (as such term is defined in the Debtors’ Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code dated August 26, 2016).

For Discussion Purposes Only
DRAFT: 1 - September 8, 2016 - 11:58 PM

**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 HORSEHEAD HOLDING CORP., HORSEHEAD CORPORATION, HORSEHEAD METAL PRODUCTS, LLC, THE
INTERNATIONAL METALS RECLAMATION COMPANY, LLC AND ZOCHEM INC., AND APPLICATION OF ZOCHEM 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

ORDER
(Approval of Information Officer's and its Counsel's
Fees and Disbursements)

GOODMANS LLP

Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

Robert J. Chadwick LSUC#: 35165K
rchadwick@goodmans.ca
Christopher G. Armstrong LSUC#: 55148B
carmstrong@goodmans.ca

Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for the Information Officer

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

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

**IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED STATES
BANKRUPTCY COURT WITH RESPECT TO THE DEBTORS, AND APPLICATION OF
HORSEHEAD HOLDING CORP. UNDER SECTION 46 OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT***

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**
Proceeding commenced at Toronto

**MOTION RECORD
(Approval of Information Officer's and its
Counsel's Fees and Disbursements)
(Returnable September 15, 2016)**

GOODMANS LLP
Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Canada M5H 2S7

Robert J. Chadwick LSUC#: 35165K
rchadwick@goodmans.ca
Christopher G. Armstrong LSUC#: 55148B
carmstrong@goodmans.ca

Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for the Information Officer