

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

In re:)	Chapter 11
)	
HORSEHEAD HOLDING CORP., <u>et al.</u> , ¹)	Case No. 16-10287 (CSS)
)	(Jointly Administered)
Debtors.)	Re: Docket No. 48, 433

**SECOND AMENDED VERIFIED STATEMENT PURSUANT TO
BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), those holders of (i) 10.50% Senior Secured Notes due 2017 issued by Horsehead Holding Corp., (ii) 9.00% Senior Notes due 2017 issued by Horsehead Holding Corp. and (iii) 3.80% Convertible Senior Notes due 2017 issued by Horsehead Holding Corp. identified herein, certain of which holders are also the lenders under the Debtors’ senior secured superpriority debtor-in-possession financing facility (the “Ad Hoc Secured Noteholder Committee”), hereby submit this amended verified statement (the “Second Amended Verified Statement”), and respectfully state as follows:

1. The Ad Hoc Secured Noteholder Committee engaged Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) on January 13, 2016 to represent it in connection with a potential restructuring of the Debtors.
2. As of the date of this Second Amended Verified Statement, Akin Gump represents only the Ad Hoc Secured Noteholder Committee. Akin Gump does not represent or purport to represent any other entities in connection with the Debtors’ chapter 11 cases. Akin

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

Gump does not represent the Ad Hoc Secured Noteholder Committee as a “committee” (as such term is employed in the Bankruptcy Code and Bankruptcy Rules) and does not undertake to represent the interests of, and is not a fiduciary for, any creditor, party in interest, or other entity that has not signed a retention agreement with Akin Gump. In addition, the Ad Hoc Secured Noteholder Committee does not represent or purport to represent any other entities in connection with the Debtors’ chapter 11 cases.

3. The members of the Ad Hoc Secured Noteholder Committee either hold claims or manage accounts that hold claims against the Debtors’ estates. In accordance with Bankruptcy Rule 2019, a list of the names, addresses and the “nature and amount of all disclosable economic interests” held in relation to the Debtors as of the date of this Second Amended Verified Statement by each member of the Ad Hoc Secured Noteholder Committee is attached hereto as Exhibit A.

4. Nothing contained in this Second Amended Verified Statement (or the exhibits hereto) should be construed as a limitation upon, or waiver of, any rights of any member of the Ad Hoc Secured Noteholder Committee to assert, file and/or amend their claims in accordance with applicable law and any orders entered in these chapter 11 cases.

5. Akin Gump reserves the right to amend and/or supplement this Second Amended Verified Statement in accordance with the requirements set forth in Bankruptcy Rule 2019.

-Signature Page to Follow-

Dated: July 14, 2016
Wilmington, Delaware

ASHBY & GEDDES, P.A.

/s/ Karen B. Skomorucha Owens

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*Co-Counsel for the Ad Hoc Secured Noteholder
Committee*

Exhibit A

Ad Hoc Secured Noteholder Committee

NAME	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST ¹
Greywolf Capital Management LP, on behalf of certain managed funds	4 Manhattanville Road, Suite 201 Purchase, NY 10577	\$88,530,000 in 10.50% Senior Secured Notes due 2017 \$10,500,000 in 9.00% Senior Notes due 2017 \$8,095,000 in 3.80% Convertible Notes 3,619,622 shares of common equity issued by Horsehead Holding Corp.
Hotchkis & Wiley Capital Management	725 South Figueroa Street, 39 th Floor Los Angeles, CA 90017-5439	\$18,995,000 in 10.50% Senior Secured Notes due 2017 \$18,450,000 in 9.00% Senior Notes due 2017
Lantern Capital Partners, LP	300 Crescent Court Dallas, TX 75201	\$41,750,000 in 10.50% Senior Secured Notes due 2017 \$2,400,000 in 9.00% Senior Notes due 2017
MAK Capital	590 Madison Avenue, 24 th Floor New York, NY 10022	\$32,060,000 in 10.50% Senior Secured Notes due 2017 \$600,000 in 9.00% Senior Notes due 2017 \$8,497,000 in 3.80% Convertible Notes
Saye Capital Management ²	225 Avenue I, Suite 205 Redondo Beach, CA 90277	\$9,260,000 in 10.50% Senior Secured Notes due 2017
Wolverine Asset Management	175 W. Jackson Blvd. Suite 340 Chicago, IL 60604	\$5,350,000 in 10.50% Senior Secured Notes due 2017 \$4,050,000 in 9.00% Senior Notes due 2017 \$6,250,000 in 3.80% Convertible Notes Short 799,736 shares of common equity issued by Horsehead Holding Corp.

¹ This Amended Verified Statement reflects the nature and amount of disclosable economic interests held by members of the Ad Hoc Secured Noteholders Committee as of July 12, 2016.

² Not a lender under the debtor-in-possession financing facility.