

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

-----X		
In re	:	Chapter 11
	:	
RG Steel, LLC,	:	Case No. 12-11662 (KJC)
	:	
Debtor.	:	
-----X		

**SCHEDULES OF ASSETS AND LIABILITIES**

MORRIS, NICHOLS, ARSHT & TUNNELL LLP  
1201 North Market Street  
P. O. Box 1347  
Wilmington, DE 19899-1347  
Telephone: (302) 658-9200  
Facsimile: (302) 658-3989

-and-

WILLKIE FARR & GALLAGHER LLP  
787 Seventh Avenue  
New York, NY 10019  
Telephone: (212) 728-8000  
Facsimile: (212) 728-8111

Co-Counsel to the Debtors and  
Debtors in Possession



1211661120730000000000022

**GLOBAL NOTES TO SCHEDULES OF ASSETS AND LIABILITIES AND  
STATEMENTS OF FINANCIAL AFFAIRS OF WP STEEL VENTURE LLC  
AND ITS AFFILIATED DEBTORS AND DEBTORS IN POSSESSION**

*These notes (the “Global Notes”) regarding the Debtors’ Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “SOFAs,” and together with the Schedules, the “Bankruptcy Schedules”) comprise an integral part of the Bankruptcy Schedules and should be referred to and considered in connection with any review of them.*

1. Management (“**Management**”) of the above-referenced debtors and debtors in possession (each, a “**Debtor**,” and collectively, the “**Debtors**”)<sup>1</sup> have prepared unaudited Bankruptcy Schedules pursuant to section 521 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure. Except where otherwise noted, the information provided herein is as of the close of business on May 30, 2012. The chapter 11 cases of the Debtors are jointly administered, pursuant to an order of the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”), dated June 1, 2012. While Management has made every reasonable effort to ensure that the Debtors’ Bankruptcy Schedules are accurate and complete, based upon information that was available to them at the time of preparation, inadvertent errors or omissions may exist and the subsequent receipt of information and/or further review and analysis of the Debtors’ books and records may result in changes to financial data and other information contained in the Bankruptcy Schedules. Moreover, because the Bankruptcy Schedules contain unaudited information that is subject to further review and potential adjustment, there can be no assurance that these Bankruptcy Schedules are complete or accurate.
2. The Debtors reserve the right to amend the Bankruptcy Schedules in all respects as may be necessary or appropriate, including, but not limited to, the right to assert offsets or defenses to, or to dispute, any claim reflected on the Schedules as to amount, liability or classification, or to otherwise subsequently designate any claim as “disputed,” “contingent” or “unliquidated.” Furthermore, nothing contained in the Bankruptcy Schedules shall constitute a waiver of the Debtors’ rights with respect to these chapter 11 cases and specifically with respect to any issues involving substantive consolidation, equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws.

---

<sup>1</sup> If applicable, the last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) WP Steel Venture LLC (7095); (ii) Metal Centers LLC; (iii) RG Steel, LLC (1806); (iv) RG Steel Railroad Holding, LLC (4154); (v) RG Steel Sparrows Point, LLC (3633); (vi) RG Steel Warren, LLC (0253); (vii) RG Steel Wheeling, LLC (3273); and (viii) RG Steel Wheeling Steel Group, LLC (9927). The Debtors’ executive headquarters are located at 1430 Sparrows Point Boulevard, Sparrows Point, MD 21219.

*These Global Notes regarding the Debtors' Bankruptcy Schedules comprise an integral part of the Schedules and SOFAs and should be referred to and considered in connection with any review of them.*

3. The Bankruptcy Schedules are a reflection of the assets and liabilities as recorded in the Debtors' books and records and, therefore, may not be an accurate reflection of all of the Debtors' potential liabilities.
4. Some of the Debtors' scheduled assets and liabilities are unliquidated or of unknown value at this time. Accordingly, the Schedules may not accurately reflect the aggregate amount of the Debtors' current assets and liabilities.
5. The preparation of the Bankruptcy Schedules required Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates. Without prior notice, the Debtors may amend their Bankruptcy Schedules as they deem necessary and appropriate to reflect material changes, if any, that arise during the pendency of their chapter 11 cases.
6. Given the differences between the information requested in the Bankruptcy Schedules and the financial information utilized under accounting principles generally accepted in the United States of America ("**GAAP**"), the aggregate asset values and claim amounts set forth in the Bankruptcy Schedules do not necessarily reflect the amounts that would be set forth in a balance sheet prepared in accordance with GAAP.
7. Except where otherwise noted, the information provided herein relates to the period following March 31, 2011. To the extent questions in the Bankruptcy Schedules ask for information relating to the period prior to March 31, 2011, such information is not provided.
8. While property listed with a book value of \$0 has been fully depreciated, the property is still listed on the Schedules to account for the fact that market value may be higher.
9. Schedule A of the Debtors' Schedules reflects book value of each real property asset as of May 30, 2012.
10. For purposes of the Debtors' Schedule B, the values listed for each of the bank account balances are as of May 30, 2012. The value of accounts receivable, security deposits and inventory are as of May 30, 2012.
11. The bank account balances listed in the Debtors' Schedule B are net of outstanding negotiables that have been issued by the Debtors but not yet cashed by the recipient of such negotiables (i.e., Schedule B reflects bank cash, not book cash).
12. With respect to the Debtors' Schedule B, question 3, the information on security deposits includes prepayments that are held by certain third parties on account of services provided to the Debtors in the ordinary course of their businesses.
13. Schedule B, question 13 of each Debtor's Schedules identifies such Debtor's direct ownership interests in any subsidiary, but does not list any subsidiary that the Debtor may own indirectly. Amounts related to the investment in consolidated subsidiaries exclude equity earnings (or losses) because those earnings (or losses) are typically eliminated in

consolidation. These equity earnings (or losses) related to investments in consolidated subsidiaries are also excluded from SOFA, question 2.

14. Schedule B, question 13 reflects book value of subsidiaries.
15. Schedule B, question 25, of the Debtors' Schedules includes the value of motor vehicles owned by the Debtors. The value set forth on the Debtors' Schedules reflects the net book value of such vehicles.
16. With respect to Schedule B, questions 28 and 29, the Debtors own, among other things, computer hardware and software, office furniture, and various machinery and equipment. The Debtors may own additional items, each with net book value below \$1,000, that are not reflected in their Schedules.
17. The dollar amount of inventory listed in Schedule B, question 30, and SOFA, question 20, reflects the book value of inventory value as of May 30, 2012. Inventories are stated at the lower of cost or market. Inventory costs are determined on the weighted average cost method.
18. Pursuant to an order of the Bankruptcy Court dated June 1, 2012, the Debtors are authorized to pay certain prepetition obligations for employee wages, salaries, bonuses and other compensation, reimbursable employee expenses and employee medical and similar benefits. Pursuant to the same order, the Debtors are also authorized to pay prepetition obligations to certain independent contractors and satisfy related obligations to their independent contractors. Therefore, certain claims held by the Debtors' employees or in connection as of May 30, 2012 are not listed on the Debtors' Schedule E to the extent such claims were paid after June 1, 2012.
19. The Debtors have not included on Schedule F secured parties that may have an unsecured deficiency claim; such parties have been listed on Schedule D only.
20. Counter parties to the Debtors' executory contracts may be holders of contingent and unliquidated claims arising from (a) obligations under those executory contracts, and/or (b) rejection damages in the event that executory contract is rejected. Certain of these claims are not listed on Schedule F.
21. For purposes of the Schedules, the Debtors have only scheduled claims and executory contracts for which the Debtors may be contractually and/or directly liable. No claims have been scheduled for a Debtor that may have benefited directly or indirectly from a contractual relationship to which the Debtor was not a named party. No claims or executory contracts have been scheduled where payments to third parties were made on a Debtor's behalf for administrative convenience or as a result of the Debtors' cash management system. No claims or executory contracts have been scheduled for which the Debtors have rate agreements in place, but not formal contracts.
22. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtors reserve all rights to challenge whether any of the listed contracts, leases, agreements or other documents

constitute an executory contract or unexpired lease, including if any are unexpired non-residential real property leases. Any and all of the Debtors' rights, claims and causes of action with respect to the contracts and agreements listed on Schedule G are expressly preserved.

23. While every reasonable effort has been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors or omissions may have occurred. The Debtors hereby reserve all of their rights to dispute the validity, status or enforceability of any contract, agreement, or lease set forth on Schedule G that may have expired or may have been modified, amended, and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments, and agreements which may not be listed on Schedule G. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. Certain of the executory agreements may not have been memorialized in writing and could be subject to dispute. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, including supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may also not be set forth on Schedule G. The Debtors reserve all of their rights to dispute or challenge the characterization of the structure of any transaction, or any document or instrument (including without limitation, any intercompany agreement) related to a creditor's claim. Certain of the contracts, agreements, and leases listed on Schedule G may have been entered into by more than one of the Debtors. In the ordinary course of business, the Debtors may have entered into agreements, written or oral, for the provision of certain services on a month-to-month or at-will basis. Such contracts may not be included on Schedule G. However, each Debtor reserves the right to assert that such agreements constitute executory contracts.
24. Certain of the contracts listed on Schedule G may have been rejected since the commencement of the Debtors' cases pursuant to an order of the Bankruptcy Court. Any notice of rejection of a certain contract supersedes the inclusion of such contract on Schedule G. In addition, certain contracts listed on Schedule G may be subject to pending rejection notices. The Debtors reserve the right to move for rejection of any contract listed on Schedule G.
25. In the interests of protecting individuals' privacy, the Debtors have not included payments made to non-insider employees on account of wages, salaries or commissions in their responses to SOFA question 3(b). In addition, the Debtors have not included payments made to employees who are or were insiders on account of wages, salaries or commissions in their responses to SOFA question 3(c). Prior to the filing of the Bankruptcy Schedules, the Debtors had provided copies of their compensation to insiders to the United States Trustee for the District of Delaware and counsel to the official committee of unsecured creditors and will provide additional copies to the Court.
26. With respect to SOFA, question 3(c), the listing of any person or entity is not intended to be nor shall it be construed as a legal characterization of such party as an insider, and does not

*These Global Notes regarding the Debtors' Bankruptcy Schedules comprise an integral part of the Schedules and SOFAs and should be referred to and considered in connection with any review of them.*

act as an admission of any fact, claim, right or defense, and all such rights, claims and defenses are hereby reserved.

27. With respect to SOFA, question 3(c), the Debtors have not included non-cash payments relating to intercompany transfers. Such transfers are reflected in Schedule G.
28. With respect to SOFA, question 4, the Debtors have made reasonable efforts to accurately record all suits and administrative proceedings to which a Debtor is or was party to within the one (1) year immediately preceding the Petition Date. Certain litigation against a particular Debtor may relate to any of the other Debtors.
29. Payments related to professional services rendered to the Debtors in connection with the commencement of their chapter 11 cases have been made on a consolidated basis and appear only in response to SOFA, question 9 for RG Steel, LLC.
30. As set forth in the final order authorizing the Debtors to obtain postpetition financing, dated June 21, 2012, the Debtors have granted certain security interests to their secured lenders set forth on Schedule D. Therefore, with respect to SOFA, question 10, those transfers are not listed.
31. With respect to SOFA, question 14, while the Debtors have made reasonable efforts to accurately record all property held by the Debtors for another person, the Debtors have not included equipment owned by third parties (whether lessees or not) that is located on site because the Debtors do not have an inventory list of such property.
32. SOFA, question 17, reflects information related to environmental notices received or sent, and certain environmental administrative proceedings conducted, on or after March 31, 2011.
33. With respect to SOFA, question 18, each Debtor has identified all businesses in which it has a direct ownership interest in more than 5% of the voting or equity securities. Indirect ownership interests, if any, are not listed.
34. With respect to SOFA, question 19(d), the Debtors have listed those secured creditors that are provided with financial statements in the ordinary course of business. In the interests of preserving the confidentiality of the identity of potential purchasers, the Debtors have not listed those parties that have received financial statements in such capacity.
35. With respect to SOFA, question 24, the Debtors have provided the name and federal taxpayer-identification number of the parent corporation of the consolidated group for tax purposes of which the Debtors have been a member since March 31, 2011.
36. The Debtors, their Management, agents, officers, directors, employees, representatives, attorneys and financial advisors do not guarantee or warrant as to the accuracy and/or completeness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information contained herein. While every effort has been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The

*These Global Notes regarding the Debtors' Bankruptcy Schedules comprise an integral part of the Schedules and SOFAs and should be referred to and considered in connection with any review of them.*

Debtors, their Management, officers, directors, employees, agents, attorneys and financial advisors expressly do not undertake any obligation to update, modify, revise or re-categorize the information provided herein or to notify any third party should the information be updated, modified, revised or re-categorized. In no event shall the Debtors, officers, directors, employees, agents, attorneys and financial advisors be liable to any third party for any direct, indirect, incidental, consequential or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business or lost profits), whether foreseeable or not and however caused, even if the Debtors, officers, directors, employees, agents, attorneys and financial advisors are advised of the possibility of such damages.

**B6 Summary (Official Form 6 - Summary) (12/07)****UNITED STATES BANKRUPTCY COURT****District of Delaware****In re: RG Steel, LLC****Case No. 12-11662 (KJC)****Chapter 11****SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

<b>Name of Schedule</b>	<b>Attached (YES/NO)</b>	<b>No. of Sheets</b>	<b>Assets</b>	<b>Liabilities</b>	<b>Other</b>
A - Real Property	YES	1	\$0.00		
B - Personal Property	YES	15	\$1,293,320,461.82		
C - Property Claimed as Exempt	NO	N/A			
D - Creditors Holding Secured Claims	YES	2		\$884,534,755.46	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	3		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	2		\$165,471,238.42	
G - Executory Contracts and Unexpired Leases	YES	2			
H - Codebtors	YES	5			
I - Current Income of Individual Debtor(s)	NO	N/A			
J - Current Expenditures of Individual Debtor(s)	NO	N/A			
<b>TOTAL</b>		<b>30</b>	<b>\$1,293,320,461.82</b>	<b>\$1,050,005,993.88</b>	



**In re: RG Steel, LLC****Case No. 12-11662 (KJC)****SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM OR MORTGAGE
NONE				
Total			<b>\$0.00</b>	

(Report total also on Summary of Schedules.)

In re: **RG Steel, LLC**Case No. **12-11662 (KJC)****SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007 (m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			\$0.00
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Collection Account. Acct No. xxx5370 Wells Fargo Bank, N.A., PO Box 63020, San Francisco, CA 94163		\$10,940,764.69

Subtotal (Total on this page)

**\$10,940,764.69**

In re: **RG Steel, LLC**

Case No. 12-11662 (KJC)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Miscellaneous Disbursement Acct No. 9914 JP Morgan Chase Bank, NA, PO Box 6076, Newark, DE 19714-6076		\$40,004.82
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			\$0.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			\$0.00

Subtotal (Total on this page)

**\$40,004.82**

In re: **RG Steel, LLC**

Case No. 12-11662 (KJC)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			\$0.00
6. Wearing apparel.	X			\$0.00
7. Furs and jewelry.	X			\$0.00

Subtotal (Total on this page)

**\$0.00**

In re: **RG Steel, LLC**

Case No. 12-11662 (KJC)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
8. Firearms and sports, photographic, and other hobby equipment.	X			\$0.00
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			\$0.00
10. Annuities. Itemize and name each issuer.	X			\$0.00

Subtotal (Total on this page)

**\$0.00**

In re: **RG Steel, LLC**

Case No. 12-11662 (KJC)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			\$0.00
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			\$0.00
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		RG Steel Sparrows Point LLC, 1430 Sparrows Point Blvd, Sparrows Point, MD 21219 Ownership: 100%		\$549,029,251.31

Subtotal (Total on this page)

**\$549,029,251.31**

In re: **RG Steel, LLC**

Case No. 12-11662 (KJC)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
14. Interests in partnerships or joint ventures. Itemize.	X			\$0.00
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			\$0.00
16. Accounts Receivable.		See Schedule B16 Attachment		\$661,194,441.00

Subtotal (Total on this page)

**\$661,194,441.00**

In re: **RG Steel, LLC**

Case No. 12-11662 (KJC)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			\$0.00
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			\$0.00
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A – Real Property.	X			\$0.00

Subtotal (Total on this page)

**\$0.00**



In re: **RG Steel, LLC**

Case No. 12-11662 (KJC)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			\$0.00
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Receivable related to purchase price adjustment		\$72,116,000.00
22. Patents, copyrights, and other intellectual property. Give particulars.		See Schedule B22 Attachment		\$0.00

Subtotal (Total on this page)

**\$72,116,000.00**

In re: **RG Steel, LLC**Case No. **12-11662 (KJC)****SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
23. Licenses, franchises, and other general intangibles. Give particulars.	X			\$0.00
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			\$0.00
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			\$0.00

Subtotal (Total on this page)

**\$0.00**

In re: **RG Steel, LLC**

Case No. 12-11662 (KJC)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
26. Boats, motors, and accessories.	X			\$0.00
27. Aircraft and accessories.	X			\$0.00
28. Office equipment, furnishings, and supplies.	X			\$0.00

Subtotal (Total on this page)

**\$0.00**

In re: **RG Steel, LLC**

Case No. 12-11662 (KJC)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
29. Machinery, fixtures, equipment, and supplies used in business.	X			\$0.00
30. Inventory.	X			\$0.00
31. Animals.	X			\$0.00

Subtotal (Total on this page)

**\$0.00**

In re: **RG Steel, LLC**

Case No. 12-11662 (KJC)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
32. Crops - growing or harvested. Give particulars.	X			\$0.00
33. Farming equipment and implements.	X			\$0.00
34. Farm supplies, chemicals, and feed.	X			\$0.00

Subtotal (Total on this page)

**\$0.00**

In re: **RG Steel, LLC**

Case No. 12-11662 (KJC)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
35. Other personal property of any kind not already listed. Itemize.	X			\$0.00

Subtotal (Total on this page)

**\$0.00**

Total

**\$1,293,320,461.82**

(Include amounts from any continuation  
sheets attached. Report total also on  
Summary of Schedules.)

**In Re: RG Steel, LLC**  
**Case No. 12-11662**  
Schedule B16  
Personal Property - Accounts receivable

Company	Notice Name	Address	City	State	Zip	Type of receivable	Receivable balance
RG STEEL RAILROAD,LLC	ATTN: ACCTS PAYABLE	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	INTER-CO	\$76,634.00
RG STEEL SPARROWS POINT, LLC		1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	INTERCOMPANY LOAN	\$555,246,155.00
RG STEEL SPARROWS,LLC	ATTN: ACCTS PAYABLE	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	INTER-CO	\$19,377,056.00
RG STEEL WARREN,LLC	ATTN: ACCTS PAYABLE	999 PINE AVE S.E.	WARREN	OH	44483	INTER-CO	\$11,365,029.00
RG STEEL WHEELING, LLC		1134 MARKET STREET	WHEELING	WV	26003	INTERCOMPANY LOAN	\$67,108,618.00
RG STEEL WHEELING,LLC	ATTN: ACCTS PAYABLE	1134 MARKET STREET	WHEELING	WV	26003	INTER-CO	\$8,020,949.00
						<b>Total:</b>	<b>\$661,194,441.00</b>

**In re: RG Steel, LLC**

**Case No. 12-11662**

Schedule B22

Personal Property - Patents, copyrights, and other intellectual property

Owner	Patent/Trademark name	Filing Date	Registration Date	Expiration Date	Net Book Value
RG STEEL, LLC AND ITS SUBSIDIARY ENTITIES RG STEEL WARREN, LLC, RG STEEL WHEELING, LLC AND RG STEEL SPARROWS POINT, LLC	AGREEMENT FOR PRODUCT AND SERVICES WITH CERIDIAN CORPORATION AND/OR ITS SUBSIDIARY CERIDIAN BENEFIT SERVICES, INC. DATED 12/29/2011 AND ENDING JANUARY 1, 2016.				



In re: **RG Steel, LLC**Case No. **12-11662 (KJC)****SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, AND AN ACCOUNT NUMBER (See Instructions Above.)	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
See Schedule D Attachment							\$884,534,755.46	\$0.00
Subtotal(s) (Total(s) on this page)							<b>\$884,534,755.46</b>	<b>\$0.00</b>
Total(s) (Use only on last page)							<b>\$884,534,755.46</b>	<b>\$0.00</b>

(Report also on  
Summary of Schedules)

(If applicable, report  
also on Statistical  
Summary of Certain  
Liabilities and  
Related Data)

**In Re: RG Steel, LLC**  
**Case No. 12-11662**  
Schedule D  
Creditors Holding Secured Claims

								Contingent	Unliquidated	Disputed	Amount of claim without deducting value of collateral	Unsecured portion, if any
Creditor's Name	Address 1	Address 2	City	State	Zip	Codebtor	Description					
CERBERUS LEVERED LOAN OPPORTUNITIES FUND I, L.P. AND ABLECO, LLC	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020		TERM LOANS JANUARY 2012				\$63,053,819.00	\$0.00
CERBERUS RG TERM LENDER B LLC	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020		TERM LOANS JANUARY 2012				\$65,100,754.05	\$0.00
CERBERUS <sup>1</sup>	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020		TERM LOAN MARCH 2012				\$91,896,612.16	\$0.00
THE RENCO GROUP, INC.	C/O CADWALADER, WICKERSHAM & TAFT LLP 700 SIXTH STREET, N.W.		WASHINGTON	DC	20001		SUBORDINATED NOTES JULY 2011				\$113,765,123.90	\$0.00
THE RENCO GROUP, INC.	C/O CADWALADER, WICKERSHAM & TAFT LLP 700 SIXTH STREET, N.W.		WASHINGTON	DC	20001		SUBORDINATED NOTES DECEMBER 2011				\$16,309,166.63	\$0.00
SEVERSTAL NORTH AMERICA	14661 ROTUNDA DRIVE	PO BOX 1699	DEARBORN	MI	48120		LONG TERM NOTE FROM SPA W/ SEVERSTAL AT PURCHASE			X	\$100,666,666.66	\$0.00
WELLS FARGO CAPITAL FINANCE LLC	C/O PAUL, HASTINGS, JANOFSKY & WALKER L.L.P 600 PEACH TREE STREET N.W.	SUITE 2400	ATLANTA	GA	30308		SENIOR REVOLVING CREDIT FACILITY				\$433,742,613.06	\$0.00
GENERAL ELECTRIC CAPITAL CORPORATION	C/O OTTERBOURG, STEINDLER, HOUSTON & ROSEN, P.C. 230 PARK AVENUE		NEW YORK	NY	10169							
										Total:	\$884,534,755.46	\$0.00
1. AS USED ON THIS SCHEDULE D, THE TERM "CERBERUS" SHALL REFER TO ONE OR MORE OF: (A) ABLECO, LLC; (B) CERBERUS LEVERED LOAN OPPORTUNITIES FUND I, L.P.;												
(C) CERBERUS RG TERM LENDER B LLC; OR (D) AN AFFILIATE OF ANY OF THE FOREGOING.												

In re: **RG Steel, LLC**Case No. **12-11662 (KJC)****SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIM** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

*\*Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

**In re: RG Steel, LLC**

**Case No. 12-11662 (KJC)**

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507 (a)(10).

*\*Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

In re: **RG Steel, LLC**

Case No. 12-11662 (KJC)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
NONE									
Subtotals (Totals on this page):							\$0.00	\$0.00	\$0.00
Total: (Report also on the Summary of Schedules)							\$0.00		
Totals: (Report also on the Statistical Summary of Certain Liabilities Related Data)								\$0.00	\$0.00

In re: **RG Steel, LLC**Case No. **12-11662 (KJC)****SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
See Schedule F Attachment							\$165,471,238.42
Subtotal (Total on this page)							<b>\$165,471,238.42</b>
Total (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							<b>\$165,471,238.42</b>

**In Re: RG Steel, LLC**  
**Case No. 12-11662**  
Schedule F  
Creditors Holding Unsecured Claims

Creditor's Name	Address 1	City	State	Zip	Country	Type of Claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
6I SOLUTION INC	672 RUE DES TILLEULS	SAINTE EULALIE	QC	G82 4S6	CANADA	TRADE VENDOR	N				\$299,669.51
BDO CONSULTING	135 WEST 50TH STREET 20TH FLOOR	NEW YORK	NY	10020		TRADE VENDOR	N				\$1,193.40
CADWALADER WICKERSHAM & TAFT	ONE FINANCIAL CENTER	NEW YORK	NY	10281		TRADE VENDOR	N				\$500,000.00
CADWALADER WICKERSHAM & TAFT	ONE FINANCIAL CENTER	NEW YORK	NY	10281		TRADE VENDOR	N				\$2,543,341.20
CROWE HORWATH LLP	PO BOX 145415	CINCINNATI	OH	45250-9791		TRADE VENDOR	N				\$173,007.28
EDWARD R CAINE	8335 ROYAL MELBOURNE WAY	DULUTH	GA	30097		TRADE VENDOR	N				\$1,500,000.00
MARSH USA INC.	NEW YORK OFFICE PO BOX 19601	NEWARK	NJ	07195		TRADE VENDOR	N				\$74,753.00
PROSKAUER ROSE LLP	ELEVEN TIMES SQUARE	NEW YORK	NY	10036		TRADE VENDOR	N				\$6,455.03
RG STEEL SPARROWS POINT LLC	1430 SPARROWS POINT BLVD	SPARROWS POINT	MD	21219		INTER-COMPANY	Y				\$40,056,906.00
RG STEEL WARREN, LLC	999 PINE AVE S.E.	WARREN	OH	44483		INTER-COMPANY	Y				\$83,720,222.00
RG STEEL WHEELING LLC	1134 MARKET STREET	WHEELING	WV	26003		INTER-COMPANY	Y				\$232,062.00
SEVERSTAL NORTH AMERICA	14661 ROTUNDA DRIVE	DEARBORN	MI	48120-1699		DEFERRED PURCHASE PRICE	N			X	\$36,000,000.00
THE RENCO GROUP	ONE ROCKEFELLER PLAZA	NEW YORK	NY	10020		TRADE VENDOR	N				\$363,629.00
<b>Total:</b>											<b>\$165,471,238.42</b>

In re: **RG Steel, LLC**Case No. **12-11662 (KJC)****SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m)

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
See Schedule G Attachment	



**In re: RG Steel, LLC**  
**Case No. 12-11662**  
Schedule G  
Executory Contracts and Unexpired Leases

Name of other parties to lease or contract					Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
CERIDIAN CORPORATION	3311 EAST OLD SHAKOPEE ROAD	MINEAPOLIS	MN	55425	AGREEMENT FOR PRODUCTS AND SERVICES
CLIFFS MINING	1100 SUPERIOR AVENUE	CLEVELAND	OH	44114	TERM SHEET
FRONTIER - DECICATED INTERNET ACCESS 032112	3 HIGH RIDGE PARK	STAMFORD	CT	06905-1390	SCHEDULE TO FRONTIER SERVICES AGREEMENT (DEDICATED INTERNET ACCESS - DIA)
MICROSOFT CORPORATION	ONE MICROSOFT WAY	REDMOND	WA	98052	MICROSOFT ENTERPRISE AGREEMENT EFFECTIVE 5/26/2011 THROUGH 5/25/2014 WITH MICROSOFT LICENSING, GP.

**In re: RG Steel, LLC****Case No. 12-11662 (KJC)****SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. Bankr. P. 1007(m)

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
See Schedule H Attachment	

**In Re: RG Steel, LLC**  
**Case No. 12-11662**  
Schedule H  
Codebtors

Name of codebtor	Address 1	City	State	Zip	Name of creditor	Address 1	Address 2	City	State	Zip
METAL CENTERS LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS LEVERED LOAN OPPORTUNITIES FUND I, L.P. AND ABLECO, LLC	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
METAL CENTERS LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS RG TERM LENDER B LLC	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
METAL CENTERS LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS <sup>1</sup>	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
METAL CENTERS LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	THE RENCO GROUP, INC.	C/O CADWALADER, WICKERSHAM & TAFT LLP 700 SIXTH STREET, N.W.		WASHINGTON	DC	20001
METAL CENTERS LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	THE RENCO GROUP, INC.	C/O CADWALADER, WICKERSHAM & TAFT LLP 700 SIXTH STREET, N.W.		WASHINGTON	DC	20001
METAL CENTERS LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	WELLS FARGO CAPITAL FINANCE LLC	C/O PAUL, HASTINGS, JANOFSKY & WALKER L.L.P 600 PEACH TREE STREET N.W.	SUITE 2400	ATLANTA	GA	30308
					GENERAL ELECTRIC CAPITAL CORPORATION	C/O OTTERBOURG, STEINDLER, HOUSTON & ROSEN, P.C. 230 PARK AVENUE				
RG STEEL RAILROAD HOLDING, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS LEVERED LOAN OPPORTUNITIES FUND I, L.P. AND ABLECO, LLC	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
RG STEEL RAILROAD HOLDING, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS RG TERM LENDER B LLC	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
RG STEEL RAILROAD HOLDING, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS <sup>1</sup>	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
RG STEEL RAILROAD HOLDING, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	THE RENCO GROUP, INC.	C/O CADWALADER, WICKERSHAM & TAFT LLP 700 SIXTH STREET, N.W.		WASHINGTON	DC	20001
RG STEEL RAILROAD HOLDING, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	THE RENCO GROUP, INC.	C/O CADWALADER, WICKERSHAM & TAFT LLP 700 SIXTH STREET, N.W.		WASHINGTON	DC	20001
RG STEEL RAILROAD HOLDING, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	WELLS FARGO CAPITAL FINANCE LLC	C/O PAUL, HASTINGS, JANOFSKY & WALKER L.L.P 600 PEACH TREE STREET N.W.	SUITE 2400	ATLANTA	GA	30308
					GENERAL ELECTRIC CAPITAL CORPORATION	C/O OTTERBOURG, STEINDLER, HOUSTON & ROSEN, P.C. 230 PARK AVENUE				
RG STEEL SPARROWS POINT, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS LEVERED LOAN OPPORTUNITIES FUND I, L.P. AND ABLECO, LLC	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
RG STEEL SPARROWS POINT, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS RG TERM LENDER B LLC	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020

**In Re: RG Steel, LLC**  
**Case No. 12-11662**  
Schedule H  
Codebtors

Name of codebtor	Address 1	City	State	Zip	Name of creditor	Address 1	Address 2	City	State	Zip
RG STEEL SPARROWS POINT, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS <sup>1</sup>	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
RG STEEL SPARROWS POINT, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	THE RENCO GROUP, INC.	C/O CADWALADER, WICKERSHAM & TAFT LLP 700 SIXTH STREET, N.W.		WASHINGTON	DC	20001
RG STEEL SPARROWS POINT, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	THE RENCO GROUP, INC.	C/O CADWALADER, WICKERSHAM & TAFT LLP 700 SIXTH STREET, N.W.		WASHINGTON	DC	20001
RG STEEL SPARROWS POINT, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	WELLS FARGO CAPITAL FINANCE LLC	C/O PAUL, HASTINGS, JANOFSKY & WALKER L.L.P 600 PEACH TREE STREET N.W.	SUITE 2400	ATLANTA	GA	30308
					GENERAL ELECTRIC CAPITAL CORPORATION	C/O OTTERBOURG, STEINDLER, HOUSTON & ROSEN, P.C. 230 PARK AVENUE		NEW YORK	NY	10169
RG STEEL WARREN, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS LEVERED LOAN OPPORTUNITIES FUND I, L.P. AND ABLECO, LLC	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
RG STEEL WARREN, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS RG TERM LENDER B LLC	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
RG STEEL WARREN, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS <sup>1</sup>	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
RG STEEL WARREN, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	THE RENCO GROUP, INC.	C/O CADWALADER, WICKERSHAM & TAFT LLP 700 SIXTH STREET, N.W.		WASHINGTON	DC	20001
RG STEEL WARREN, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	THE RENCO GROUP, INC.	C/O CADWALADER, WICKERSHAM & TAFT LLP 700 SIXTH STREET, N.W.		WASHINGTON	DC	20001
RG STEEL WARREN, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	WELLS FARGO CAPITAL FINANCE LLC	C/O PAUL, HASTINGS, JANOFSKY & WALKER L.L.P 600 PEACH TREE STREET N.W.	SUITE 2400	ATLANTA	GA	30308
					GENERAL ELECTRIC CAPITAL CORPORATION	C/O OTTERBOURG, STEINDLER, HOUSTON & ROSEN, P.C. 230 PARK AVENUE		NEW YORK	NY	10169
RG STEEL WHEELING STEEL GROUP, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS LEVERED LOAN OPPORTUNITIES FUND I, L.P. AND ABLECO, LLC	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
RG STEEL WHEELING STEEL GROUP, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS RG TERM LENDER B LLC	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
RG STEEL WHEELING STEEL GROUP, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS <sup>1</sup>	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
RG STEEL WHEELING STEEL GROUP, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	THE RENCO GROUP, INC.	C/O CADWALADER, WICKERSHAM & TAFT LLP 700 SIXTH STREET, N.W.		WASHINGTON	DC	20001

**In Re: RG Steel, LLC**  
**Case No. 12-11662**  
Schedule H  
Codebtors

Name of codebtor	Address 1	City	State	Zip	Name of creditor	Address 1	Address 2	City	State	Zip
RG STEEL WHEELING STEEL GROUP, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	THE RENCO GROUP, INC.	C/O CADWALADER, WICKERSHAM & TAFT LLP 700 SIXTH STREET, N.W.		WASHINGTON	DC	20001
RG STEEL WHEELING STEEL GROUP, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	WELLS FARGO CAPITAL FINANCE LLC	C/O PAUL, HASTINGS, JANOFSKY & WALKER L.L.P 600 PEACH TREE STREET N.W.	SUITE 2400	ATLANTA	GA	30308
					GENERAL ELECTRIC CAPITAL CORPORATION	C/O OTTERBOURG, STEINDLER, HOUSTON & ROSEN, P.C. 230 PARK AVENUE				
RG STEEL WHEELING, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS LEVERED LOAN OPPORTUNITIES FUND I, L.P. AND ABLECO, LLC	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
RG STEEL WHEELING, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS RG TERM LENDER B LLC	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
RG STEEL WHEELING, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS <sup>1</sup>	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
RG STEEL WHEELING, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	THE RENCO GROUP, INC.	C/O CADWALADER, WICKERSHAM & TAFT LLP 700 SIXTH STREET, N.W.		WASHINGTON	DC	20001
RG STEEL WHEELING, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	THE RENCO GROUP, INC.	C/O CADWALADER, WICKERSHAM & TAFT LLP 700 SIXTH STREET, N.W.		WASHINGTON	DC	20001
RG STEEL WHEELING, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	WELLS FARGO CAPITAL FINANCE LLC	C/O PAUL, HASTINGS, JANOFSKY & WALKER L.L.P 600 PEACH TREE STREET N.W.	SUITE 2400	ATLANTA	GA	30308
					GENERAL ELECTRIC CAPITAL CORPORATION	C/O OTTERBOURG, STEINDLER, HOUSTON & ROSEN, P.C. 230 PARK AVENUE				
WP STEEL VENTURE LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS LEVERED LOAN OPPORTUNITIES FUND I, L.P. AND ABLECO, LLC	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
WP STEEL VENTURE LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS RG TERM LENDER B LLC	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
WP STEEL VENTURE LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	CERBERUS <sup>1</sup>	C/O SCHULTE ROTH & ZABEL LLP 919 THIRD AVENUE		NEW YORK	NY	10020
WP STEEL VENTURE LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	THE RENCO GROUP, INC.	C/O CADWALADER, WICKERSHAM & TAFT LLP 700 SIXTH STREET, N.W.		WASHINGTON	DC	20001
WP STEEL VENTURE LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	THE RENCO GROUP, INC.	C/O CADWALADER, WICKERSHAM & TAFT LLP 700 SIXTH STREET, N.W.		WASHINGTON	DC	20001

**In Re: RG Steel, LLC**

**Case No. 12-11662**

Schedule H  
Codebtors

Name of codebtor	Address 1	City	State	Zip	Name of creditor	Address 1	Address 2	City	State	Zip
WP STEEL VENTURE LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	WELLS FARGO CAPITAL FINANCE LLC	C/O PAUL, HASTINGS, JANOFSKY & WALKER L.L.P 600 PEACH TREE STREET N.W.	SUITE 2400	ATLANTA	GA	30308
					GENERAL ELECTRIC CAPITAL CORPORATION	C/O OTTERBOURG, STEINDLER, HOUSTON & ROSEN, P.C. 230 PARK AVENUE				
1. AS USED ON THIS SCHEDULE D, THE TERM "CERBERUS" SHALL REFER TO ONE OR MORE OF: (A) ABLECO, LLC; (B) CERBERUS LEVERED LOAN OPPORTUNITIES FUND I, L.P.;										
(C) CERBERUS RG TERM LENDER B LLC; OR (D) AN AFFILIATE OF ANY OF THE FOREGOING.										

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

**In re: RG Steel, LLC**

**Case No. 12-11662 (KJC)**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

I, Richard D. Caruso, Chief Financial Officer of the limited liability company named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 38 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date 7/30/2012

Signature: / s / Richard D. Caruso

**Richard D. Caruso**

**Chief Financial Officer**