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10 *Counsel to the Debtors and Debtors in Possession*

11 **UNITED STATES BANKRUPTCY COURT**
12 **DISTRICT OF NEVADA**

13 In re:

- 14 NEVADA COPPER, INC.
- 15 NEVADA COPPER CORP.
- 16 NC DITCH COMPANY LLC
- 17 NC FARMS LLC
- 18 LION IRON CORP.
- 19 0607792 B.C. LTD.

20 Debtors.¹

Lead Case No.: 24-50566-hlb
Chapter 11

Jointly Administered with:
Case No. 24-50567-hlb
Case No. 24-50568-hlb
Case No. 24-50569-hlb
Case No. 24-50570-hlb
Case No. 24-50571-hlb

21 **SECOND SUPPLEMENTAL DECLARATION OF FREDRIC SOSNICK**
22 **IN SUPPORT OF THE DEBTORS' APPLICATION FOR ENTRY OF AN**
23 **ORDER PURSUANT TO 11 U.S.C. § 327(a) AUTHORIZING THE RETENTION**
24 **AND EMPLOYMENT OF ALLEN OVERY SHEARMAN STERLING US LLP**
25 **AS COUNSEL FOR THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

26 I, Fredric Sosnick, hereby declare under penalty of perjury that the following is true and
27 correct:

28 1. I am an attorney admitted to practice law in the State of New York, several United
States District Courts, and the United States Courts of Appeals for the Second Circuit and Third

¹ The Debtors in these chapter 11 cases and the last four digits of their registration numbers in the jurisdiction in which they are organized are: Nevada Copper, Inc. (1157) (Nevada); Nevada Copper Corp. (5323) (British Columbia); 0607792 B.C. Ltd. (2524) (British Columbia); Lion Iron Corp. (2904) (Nevada); NC Farms LLC (0264) (Nevada); and NC Ditch Company LLC (4396) (Nevada).

1 Circuit. I am a partner in the firm of Allen Overy Shearman Sterling US LLP (“*A&O Shearman*”),
2 and I maintain an office at 599 Lexington Avenue, New York, New York 10022. I am familiar
3 with the matters set forth herein and make this second supplemental declaration (this “*Second*
4 *Supplemental Declaration*”) to provide additional information relating to A&O Shearman’s
5 retention by Nevada Copper, Inc., and its affiliates that are debtors and debtors in possession
6 (collectively, the “*Debtors*”) in these cases (the “*Chapter 11 Cases*”) to supplement the disclosures
7 already provided in my prior declarations, *Declaration of Fredric Sosnick in Support of the*
8 *Debtors’ Application for Entry of an Order Pursuant to 11 U.S.C. § 327(a) Authorizing the*
9 *Retention and Employment of Allen Overy Shearman Sterling US LLP as Counsel for the Debtors*
10 *Effective as of the Petition Date* [ECF No. 172] (the “*Initial Declaration*”)² and *Supplemental*
11 *Declaration of Fredric Sosnick in Support of the Debtors’ Application for Entry of an Order*
12 *Pursuant to 11 U.S.C. § 327(a) Authorizing the Retention and Employment of Allen Overy*
13 *Shearman Sterling US LLP as Counsel for the Debtors Effective as of the Petition Date* [ECF
14 No. 454] (the “*First Supplemental Declaration*,” and, collectively, the “*Sosnick Declarations*”).
15 The Debtors also filed a list of parties in interest in these Chapter 11 Cases (“*Interested Parties*”),
16 attached as Schedule III to the Initial Declaration.

17 2. Except as otherwise indicated herein, all facts set forth in this Supplemental
18 Declaration are based on my personal knowledge of A&O Shearman’s operations and finances,
19 information learned from my review of relevant documents, and information supplied to me by
20 A&O Shearman partners or employees. If called upon to testify, I could and would testify on that
21 basis.

22 **Supplemental Disclosures on A&O Shearman’s Representation of Interested Parties**

23 3. I make the following additional disclosures set forth below on behalf of A&O
24 Shearman.

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27 ² Capitalized terms used but not defined herein shall have the meanings set forth in the Initial Declaration.

1 4. As a result of A&O Shearman’s ongoing review of its client database, I hereby
2 supplement the disclosures made in the Initial Declaration.

3 5. The following entities (the “*Potential Bidders*”) submitted indications of interest
4 with regard to submitting an eventual bid for the Debtors’ assets and were subsequently identified
5 as Interested Parties with connections to A&O Shearman:

- 6 i. Potential stalking horse bidder Southwest Critical Materials LLC, and its
7 indirect parent Kinterra Battery Metals Mining Fund, L.P., are affiliates of
8 Kinterra Capital Corporation, a current firm client that A&O Shearman
9 represents in matters wholly unrelated to these Chapter 11 Cases;
- 10 ii. Potential Bidder [REDACTED] is a current firm client that A&O Shearman
11 represents in matters wholly unrelated to these Chapter 11 Cases;
- 12 iii. Potential Bidder [REDACTED] is a current firm client that A&O Shearman
13 represents in matters wholly unrelated to these Chapter 11 Cases;
- 14 iv. Potential Bidder [REDACTED] is a current firm client that A&O Shearman
15 represents in matters wholly unrelated to these Chapter 11 Cases; and
- 16 v. Potential Bidder [REDACTED] is an affiliate of a former firm client that
17 A&O Shearman represented in matters wholly unrelated to these Chapter
18 11 Cases.

19 To the best of my knowledge and information — after reasonable inquiry — the total fees for each
20 of the Potential Bidders that are current firm clients represented, in each case, less than 1% of
21 A&O Shearman’s gross combined revenue during the 12 months leading up to the Petition Date.

22 6. In addition, the following entities were identified as Interested Parties with
23 connections to A&O Shearman:

- 24 i. Contract counterparty Mercuria Energy America, LLC, is an affiliate of a
25 current firm client that A&O Shearman represents in matters wholly
26 unrelated to these Chapter 11 Cases;

1 Dated: August 20, 2024
2 New York, New York

**ALLEN OVERY SHEARMAN STERLING
US LLP**

3 By: /s/ Fredric Sosnick _____

4 Name: Fredric Sosnick

5 Title: Partner

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