


United States Bankruptcy Court District of Delaware		VOLUNTARY PETITION
Name of Debtor (if individual, enter Last, First, Middle): RG Steel, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): 3 Steels LLC		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 27-5101806		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 1430 Sparrows Point Boulevard Sparrows Point, MD ZIP CODE 21219		Street Address of Debtor (No. and Street, City, and State): ZIP CODE
County of Residence or of the Principal Place of Business: Baltimore County		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address): ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): See Attachment A		ZIP CODE
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors <i>See Exhibit D on page 2 of this form.</i>) <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (if debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div> <hr/> Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check Box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited preparation from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors* <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input type="checkbox"/> 200-999</div> <div><input checked="" type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> Over 100,000</div> </div>		
Estimated Assets* <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input checked="" type="checkbox"/> More than \$1 billion</div> </div>		
Estimated Liabilities* <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input checked="" type="checkbox"/> More than \$1 billion</div> </div>		

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): RG Steel, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attachment A	Case Number: Pending	Date Filed: Date Hereof	
District: District of Delaware	Relationship: Affiliate	Judge: Pending	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<p style="text-align: center;">Exhibit C</p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<p style="text-align: center;">Exhibit D</p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a party of this petition.</p>			
<p style="text-align: center;">Information Regarding the Debtor – Venue (Check any applicable box.)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<p style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <div style="margin-left: 400px;"> <p>_____ (Name of landlord that obtained judgment)</p> <p>_____ (Address of landlord)</p> </div> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).</p>			

Official Form 1 (12/11)

Form B1, Page 3

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): RG Steel, LLC
<p align="center">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p align="center">Signatures</p> <p align="center">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1514, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>X _____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p align="center">Signature of Attorney*</p> <p>X <u>/s/ Robert J. Dehney</u> Signature of Attorney for Debtor(s)</p> <p>Robert J. Dehney Morris, Nichols, Arsht & Tunnell LLP 1201 North Market Street P. O. Box 1347 Wilmington, DE 19899-1347 (302) 658-9200</p> <p>and</p> <p>Matthew A. Feldman Shauna D. Jones Willkie Farr & Gallagher LLP 787 Seventh Avenue New York, New York 10019-6099 (212) 728-8000</p> <p>May 31, 2012 Date</p> <p><small>*In a case which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p align="center">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p align="center">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  Signature of Authorized Individual <u>John Goodwin</u> Printed Name of Authorized Individual <u>Chief Executive Officer</u> Title of Authorized Individual May 31, 2012 Date</p>	

ATTACHMENT A TO VOLUNTARY PETITION

1. Pending Bankruptcy Cases Filed by Affiliates of the Debtor

Concurrently herewith, each of the affiliates of the Debtor listed below (collectively, the “**Affiliated Debtors**”) filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330.

The Affiliated Debtors are the following entities:

Metal Centers LLC
RG Steel Railroad Holding, LLC
RG Steel Sparrows Point, LLC
RG Steel Warren, LLC
RG Steel Wheeling, LLC
RG Steel Wheeling Steel Group, LLC
WP Steel Venture LLC

Contemporaneously with the filing of their voluntary petitions, the Debtor and the Affiliated Debtors (collectively, the “**Debtors**”) filed a motion requesting that this Court consolidate their chapter 11 cases for procedural purposes only.

2. Locations of Debtors’ Principal Assets (on a Consolidated Basis)

- a. 1430 Sparrows Point Boulevard
Sparrows Point, MD 21219
- b. 999 Pine Street SE
Warren, OH 44483
- c. 1134 Market Street
Wheeling, WV 26003
- d. S. Commercial Avenue
Mingo Junction, OH 43938
- e. 1001 Main Street
Martins Ferry, OH 43935
- f. 219 Public Road
Yorkville, OH 43971

**SECRETARY'S CERTIFICATE OF
RESOLUTIONS OF THE MANAGERS OR SOLE MEMBER
of each entity set forth on Schedule I attached hereto**

I, Michael Ryan, the undersigned Secretary of each entity listed on Schedule I hereto (each entity, a "Company") hereby certify that, on May 30, 2012, the following resolutions were duly adopted in accordance with the requirements of applicable law by the Managers, the Sole Member, or the equivalent body, as the case may be (the "Governing Body"), and recorded in the minute book of the Company, and that they have not been amended, modified or rescinded and, accordingly, are in full force and effect.

WHEREAS, as a result of the financial condition of the Company, the Governing Body has engaged counsel to provide advice to the Company regarding its obligations to its creditors, equity holders, employees and other interested parties;

WHEREAS, the Governing Body has reviewed and considered, among other things, the advice of its counsel, and has considered the options available to the Company, and has determined that, in its judgment, it is advisable and in the best interests of the Company, creditors and other parties in interest that the Company voluntarily file a petition (the "Petition") for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code");

WHEREAS, after consultation with the Company's counsel, restructuring advisors, and investment bankers, the Governing Body believes that it is advisable and in the best interests of the Company (i) to enter into, as borrower or guarantor, as applicable, the proposed Ratification and Amendment Agreement (as amended, modified, or supplemented from time to time, the "Ratification Agreement"), as reflected in the draft of the Ratification Agreement dated [May 30, 2012], by and among: Wells Fargo Capital Finance, LLC, a Delaware limited liability company ("WFCF"), in its capacity as administrative agent for the Lender Group and the Bank Product Providers (in such capacity, "Agent") acting for and on behalf of the financial institutions from time to time party to the Credit Agreement (as defined in the Ratification Agreement) as lenders (collectively with Agent, the "Lenders"); WFCF and General Electric Capital Corporation, a Delaware corporation, in their respective capacities as co-collateral agents for the Lenders (in such capacities, the "Co-Collateral Agents"); Ableco Finance LLC, a Delaware limited liability company, in its capacity as agent for the Revolving Loan B Lenders (in such capacity, "Revolving Loan B Agent"); RG Steel, LLC, a Delaware limited liability company, as Debtor and Debtor-in-Possession, RG Steel Sparrows Point, LLC, formerly known as Severstal Sparrows Point, LLC, a Delaware limited liability company, as Debtor and Debtor-in-Possession, RG Steel Wheeling, LLC, formerly known as Severstal Wheeling, LLC, a Delaware limited liability company, as Debtor and Debtor-in-Possession, RG Steel Warren, LLC, formerly known as Severstal Warren, LLC, a Delaware limited liability company, as Debtor and Debtor-in-Possession, and as borrowers; WP Steel Venture LLC, a Delaware limited liability company, as Debtor and Debtor-in-Possession, Metal Centers LLC, a Delaware limited liability company, as Debtor and Debtor-in-Possession, RG Steel Wheeling Steel Group, LLC, formerly known as Severstal Wheeling Steel Group, LLC, a Delaware limited liability company, as Debtor and Debtor-in-Possession and RG Steel Railroad Holding LLC,

formerly known as SSP Railroad Holding LLC, a Delaware limited liability company, as Debtor and Debtor-in-Possession, and as guarantors, and (ii) to perform the obligations thereunder and under the other Financing Documents (as defined below);

WHEREAS, the Governing Body believes it is advisable and in the best interests of the Company for the Company to enter into documents ancillary and related to the Ratification Agreement and to grant security interests in the Collateral (as defined in the Ratification Agreement) of the Company as contemplated by the Ratification Agreement and other Financing Documents; and

NOW THEREFORE, it is hereby:

RESOLVED, that the filing by the Company of the Petition, substantially in the form previously presented to the Governing Body, in the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**"), is hereby approved, confirmed and adopted; and it is further

RESOLVED, that each of the officers of the Company, including any chief restructuring officer, president, vice president, chief executive officer, chief operating officer, chief financial officer, secretary or assistant secretary (each of the foregoing, individually, an "**Authorized Officer**" and, together, the "**Authorized Officers**"), be and hereby is authorized, empowered and directed to execute and file the Petition on behalf of the Company in order to seek relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court; and it is further

RESOLVED, that each of the Authorized Officers be and hereby is authorized, empowered and directed, in the name and on behalf of the Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings, affidavits and other papers as required to accompany the Petition or seek entry of first day orders, and, in connection therewith, to employ and retain assistance of legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further acts and deeds that they deem necessary, proper or desirable in connection with, or in furtherance of, the Petition or the Company's chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that the Company is authorized to employ the law firm of Willkie Farr & Gallagher LLP, located at 787 Seventh Avenue, New York, New York 10019, as counsel to render legal services to, and to represent, the Company in its chapter 11 case and in any and all related proceedings, subject to Bankruptcy Court approval; and it is further

RESOLVED, that the Company is authorized to employ the law firm of Morris, Nichols, Arsht & Tunnell LLP, located at 1201 North Market Street, P.O. Box 1347, Wilmington, Delaware 19899-1347, as counsel to render legal services to, and to represent, the Company in its chapter 11 case and in any and all related proceedings, subject to Bankruptcy Court approval; and it is further

RESOLVED, that Donald MacKenzie is hereby elected and appointed to serve as the Chief Restructuring Officer of the Company; and it is further

RESOLVED, that the Company is authorized to employ the firm of Conway MacKenzie, Inc., located at 600 Fifth Avenue, 25th Floor, New York, New York 10020, as restructuring advisors for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that the Company is authorized to employ the firm of Sea Port Group Securities, LLC, located at 360 Madison Avenue, 22nd Floor, New York, New York, 10017, as investment bankers for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that each of the Authorized Officers be and hereby is authorized, empowered and directed to retain on behalf of the Company such other professionals as such Authorized Officers deems necessary, appropriate or desirable, including, without limitation, investment bankers and/or financial advisors, upon such terms and conditions as such Authorized Officers shall approve, to render services to the Company in connection with its chapter 11 case and with respect to other related matters in connection therewith, subject to Bankruptcy Court approval, if required; and it is further

RESOLVED, that each of the Authorized Officers shall be, and each hereby is, authorized, empowered, and directed on behalf of, and in the name of, the Company to negotiate, execute, and deliver: (i) the Ratification Agreement; (ii) any other document attached as an exhibit schedule, annex, or addendum to the foregoing; and (iii) any checks, drafts, bills of exchange, negotiable instruments, consents, commitment letters, indemnity agreements, borrowing requests, fee letters or arrangements, syndication letters, agency agreements, service of process agreements, post-closing obligations letters, certificates of officers, secretary's certificates, other certificates, letter of credit and bank guarantee requests, assignments, Uniform Commercial Code financing statements and other instruments, affidavits, notes, guarantee and collateral agreements, mortgages, deeds of trust, assignment and acceptance agreements, security agreements, pledge agreements, perfection certificates, copyright security agreements, patent security agreements, trademark security agreements, deposit account control agreements, security account control agreements, other security documents, stock powers, bond powers, membership powers, powers of attorney, cash collateral agreements, subordination agreements, side letters, notary letters, intercreditor agreements, interest rate, foreign exchange, or currency exchange agreements, other hedging agreements or arrangements, waivers and allonges, and each other agreement now existing or hereafter created in connection with or related to the Ratification Agreement, each in such form attached as exhibit or annex to the Ratification Agreement or otherwise in a form requested by the Lenders, the Co-Collateral Agents or the Revolving Loan B Agent from time to time in accordance with the Ratification Agreement (collectively, with the Ratification Agreement, the "**Financing Documents**"), all of which hereby are approved, and with such other terms and conditions as any such officer or officers executing the same may consider necessary, proper, or desirable, such determination to be conclusively evidenced by such execution or the taking of such action; and it is further

RESOLVED, that the Lenders, the Co-Collateral Agents and the Revolving Loan B Agent are authorized to rely upon the foregoing resolutions and that the authorization herein set forth shall remain in full force and effect until written notice of their modification or discontinuance shall be given to and actually received by the Agent, the Collateral Agents and

the Revolving Loan B Agent, but no such modification or discontinuance shall affect the validity of the acts of any person authorized to so act by these resolutions performed prior to the receipt of such notice by the Agent, the Collateral Agents and the Revolving Loan B Agent; and it is further

RESOLVED, that the performance and consummation of the transactions contemplated in the Financing Documents by the Company shall be, and hereby are, approved, ratified, and confirmed in all respects with such changes therein and additions thereto as may be approved or deemed necessary, appropriate, or advisable by an Authorized Officer of the Company, the execution thereof by such officer to be conclusive evidence of such approval or determination; and it is further

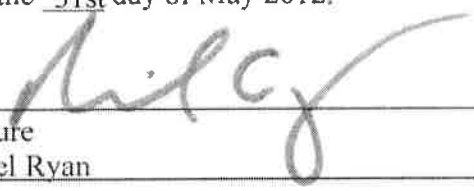
RESOLVED, that each of the Authorized Officers be and hereby is authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, including, without limitation, the payment of fees, costs and expenses (subject to Bankruptcy Court approval where necessary or appropriate), as in the judgment of such Authorized Officer shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the Company's business; and it is further

RESOLVED, that any and all past actions heretofore lawfully taken by officers, directors, members or any authorized persons acting under similar authority, as the case may be, of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions are hereby ratified, confirmed and approved.

RESOLVED, that the Secretary of the Company is hereby authorized, empowered and directed to certify that the foregoing resolutions of the Governing Body of the Company were duly consented to and adopted as of the date hereof, and that the Secretary of the Company is hereby authorized and directed to insert, or cause to be inserted, this Secretary's Certificate of Resolutions of the Managers or Sole Member, or a copy thereof, in the minutes of proceedings of the Governing Body of the Company.

[Signature appears on next page]

IN WITNESS WHEREOF, the undersigned have executed this Secretary's Certificate of Resolutions of the Managers or Sole Member as of the 31st day of May 2012.



Signature

Michael Ryan

Name


Secretary

Title

Certification

Attached hereto are the resolutions approved by the Governing Body of the Company that authorize the Company to file a petition seeking relief under the chapter 11 of the United States Bankruptcy Code. These resolutions remain in full force and effect. Acting pursuant to the authority delegated to me in this resolution, I hereby authorize the filing of the Company's voluntary petition under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware.

Date: May 31, 2012



Signature

Michael Ryan

Name

Secretary

Title

Schedule I

RG Steel, LLC
Metal Centers LLC
RG Steel Railroad Holding, LLC
RG Steel Sparrows Point, LLC
RG Steel Warren, LLC
RG Steel Wheeling Steel Group, LLC
RG Steel Wheeling, LLC
WP Steel Venture LLC

**CONSENT OF MANAGING MEMBER OF
RG STEEL HOLDINGS, LLC**

May 30, 2012

The undersigned, being the Managing Member of RG Steel Holdings LLC, a limited liability company duly formed and existing under the laws of the State of Delaware (the "Company"), does hereby consent, pursuant to Section 18-302(d) of the Delaware Limited Liability Company Act, to the adoption of the following resolutions and that such action be taken without a meeting pursuant to said Section 18-302(d):

WHEREAS, RG Steel, LLC, a wholly-owned subsidiary of the Company ("RG Steel"), and RG Steel's wholly-owned subsidiaries (collectively, the "RG Steel Entities") have engaged counsel and financial advisors to provide advice to the RG Steel Entities regarding their obligations to their creditors, equity holders, employees, and other interested parties; and

WHEREAS, the Managing Member and the Company have been informed that the Board of Managers or Sole Member, as applicable, of each RG Steel Entity has evaluated such entity's alternatives in connection with a possible restructuring and has determined that the filing of a voluntary petition (a "Petition") for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), is advisable and in the best interests of such entity; and

WHEREAS, the Managing Member has received the written consent of the Cerberus RG Steel Investor to (A) authorize the Company to consent to the filing by RG Steel and the RG Steel Entities of a Petition for relief under chapter 11 of title 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware or such other court as the RG Steel Entities determine to be appropriate and (B) authorize the Company to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing;

NOW, THEREFORE, IT IS HEREBY RESOLVED, that the Company shall be, and hereby is, authorized and empowered to (i) consent to the filing of a Petition by each of the RG Steel Entities in the United States Bankruptcy Court for the District of Delaware or such other court the RG Steel Entities determine to be appropriate (the "Bankruptcy Court"), and (ii) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effect the foregoing; and be it

FURTHER RESOLVED, that The Renco Group, Inc., in its capacity as Managing Member, shall be, and hereby is, authorized, empowered, and directed on behalf of, and in the name of, the Company to execute and verify any and all other documents necessary or appropriate in connection with the commencement

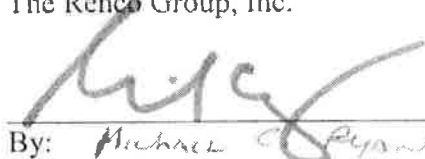
of cases under the Bankruptcy Code for the RG Steel Entities in such form or forms as the Managing Member may approve; and be it

FURTHER RESOLVED, that all prior actions of the Company and its Members in connection with the transactions contemplated by the foregoing resolutions and the documents referenced therein be, and each of them hereby is, approved and ratified in all respects; and be it

FURTHER RESOLVED, that the secretary and any assistant secretary of the Company is hereby authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such secretary or assistant secretary, a true copy of the foregoing consent.

IN WITNESS WHEREOF, the undersigned, being the sole Managing Member of the Company, has executed this Consent as of the date first written above.

The Renco Group, Inc.

By:  Michael A. Ryan

Title: Assistant Secretary

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re : Chapter 11
: :
WP Steel Venture LLC, et al.,¹ : Case No. 12-_____ ()
: :
Debtors. :
-----X

**LIST OF CREDITORS
HOLDING THE 30 LARGEST UNSECURED CLAIMS**

Set forth below is the list of creditors that hold, based upon information presently available and belief, the thirty largest unsecured claims against WP Steel Venture LLC and its affiliates (collectively, the “**Debtors**”).² This list has been prepared based upon the books and records of the Debtors. The Top 30 List was prepared in accordance with rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top 30 List does not include: (1) persons who come within the definition of an “insider” as set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims. The information presented in the Top 30 List shall not constitute an admission by, nor is it binding on, the Debtors. The information presented herein, including, without limitation, the failure of the Debtors to list any claim, or the listing of any claim as unsecured, does not constitute an admission by the Debtors that the secured lenders listed hold any deficiency claims, nor does it constitute a waiver of the Debtors’ rights to contest the validity, priority, nature, characterization, and/or amount of any claim.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and fax number of employees, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Amount of claim as of 4/30/2012 ³
Severstal U.S. Holdings II., Inc. 14661 Rotunda Drive Dearborn, MI 48120	Martin Szymanski Tel: 313-317-6788 Fax: 313-583-0273	Seller Note/ Trade Debt	\$36,539,659.20

¹ 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.

² The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors.

³ These claim amounts represent maximum potential liabilities. Actual amounts, if any, owed may be significantly lower. Furthermore, certain claims listed may ultimately be asserted to be all or partially secured, or related to future obligations under existing contracts.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and fax number of employees, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Amount of claim as of 4/30/2012³
Mountain State Carbon LLC 1851 Main St. Follansbee, WV 26037	Lawrence Hermes Tel: 740-283-5624 Fax: 740-283-5635	Trade Debt	\$22,414,936.68
Balli Steel PLC 5 Stanhope Gate London, W1K 1AH England	Ferit Ferhangil Tel: 020-7306-2000 Fax: 020-7491-9000	Trade Debt	\$15,767,692.26
Cleveland Cliffs 1100 Superior Ave. Cleveland, OH 44114-2589	Lee English-Sales Tel: 216-694-5420 Fax: 216-694-5385	Trade Debt	\$10,857,000.00
Tube City IMS LLC 1155 Business Center Dr. Horsham, PA 19044	Karen Smith Tel: 215-956-5406 Fax: 215-956-5567	Trade Debt	\$10,022,051.93
Phoenix Services, LLC P.O. Box 659 Unionville, PA 19375	Tony Whitt Tel: 410-388-4050 Fax: 410-388-4187	Trade Debt	\$9,743,162.28
Baltimore County 111 West Chesapeake Ave. Towson, MD 21204	Pat Cassidy Tel: 410-887-3620 Fax: 410-887-8081	Trade Debt	\$4,513,800.58
Steelworkers Health And Welfare Fund P.O. Box 903 Johnstown, PA 15907	Erika Ulrich Tel: 412-201-2242 Fax: 412-201-2250	Trade Debt	\$4,334,317.29
Ohio Dept. of Taxation Office of Chief Counsel - Tax Appeals 30 E. Broad St., 23rd Fl. Columbus, OH 43215	Office of Chief Counsel Tax Appeals Tel: (614) 466-6750 Fax: (614) 466-7979	Trade Debt	\$ 3,902,348.55
Norfolk Southern 110 Franklin Rd. Roanoke, VA 24042-0044	Beth Hillman Tel: 540-981-5449 Fax: 540-981-5460	Trade Debt	\$3,278,303.77
Ohio Edison Co. P.O. Box 3637 Akron OH, 44309	Office of the General Counsel Tel: 800-736-3402 Fax: 330-384-3866	Trade Debt	\$3,205,109.32
Air Products & Chemicals Inc. 7201 Hamilton Blvd Allentown, PA 18195-1501	Thomas Trexler Tel: 410-477-2882 (ext. 12) Fax: 410-477-1285	Trade Debt	\$2,915,964.55

Name of creditor and complete mailing address, including zip code	Name, telephone number, and fax number of employees, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Amount of claim as of 4/30/2012³
Siemens Industry Inc. 2901 Industrial Blvd. Bethel Park, PA 15102	Kevin Callahan Tel: 412-851-6700 Fax: 412-851-6766	Trade Debt	\$2,808,051.39
Kinder Morgan Chesapeake Bulk Stevedores Km Bulk Terminals Inc. 1575 Sparrows Point Blvd. Baltimore, MD 21219-1029	Len Crescenzo Tel: 410-388-4251 Cell: 215-260-8652	Trade Debt	\$2,561,396.45
AMG Resources Corp. P.O. Box 125 Fort Howard, MD 21052-0125	Ron Silber Tel: 410-388-1004 Fax: 410-477-0828	Trade Debt	\$2,500,000.00
Delta Energy LLC 5555 Perimeter Dr. Dublin, OH 43017	Mary Beth Caldwell Tel: (614) 339-2700 Fax: (614) 339-2620	Trade Debt	\$2,275,593.00
Mobile Dredging & Pumping Co. 3100 Bethel Rd. Chester, PA 19013	Thomas Bruton Tel: 610-497-9500 Fax: 610-497-9708	Trade Debt	\$2,134,473.52
North American Refractories Co. 1001 Pgh-McKeesport Blvd. West Mifflin, PA 15122	Richard Wilson Tel: 412-469-6113 Fax: 412-469-3889	Trade Debt	\$2,049,915.20
City of Baltimore Department of Bureau of Treasury Management 200 Holliday St., Suite 3 Baltimore, MD 21202-3683	Stephen M. Kraus, Chief Tel: (410)396-4751	Trade Debt	\$1,992,345.06
Baltimore Gas and Electric P.O. Box 1475 Baltimore, MD 21203	Office of the General Counsel Tel: (410) 234-5000	Trade Debt	\$1,956,641.59
DTE Sparrows Point LLC 414 South Main St., Suite 600 Ann Arbor, MI 48104	Dave Smith Tel: 734-302-4867 Fax: 734-302-8242	Trade Debt	\$1,949,425.71
Dominion Retail Inc. 120 Tredegar Street Richmond, VA 23219	Office of the General Counsel Tel: 804-819-2000 Fax: 804-819-2214	Trade Debt	\$1,913,343.16

Name of creditor and complete mailing address, including zip code	Name, telephone number, and fax number of employees, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Amount of claim as of 4/30/2012³
Vesuvius USA Corp. 1404 Newton Dr. Champaign, IL 61822	Tom Swift Tel: 217-351-5000 Fax: 217-351-5031	Trade Debt	\$1,910,508.50
National Material Trading Co. 1965 Pratt Blvd. Elk Grove Village, IL 60007	Geoff Lininger Tel: 847-806-2824 Fax: 847-806-2953	Trade Debt	\$1,807,446.37
Linde Inc. 575 Mountain Ave. Murray Hill, NJ 07974-2097	Ed Witkowski / Linda Delaurita Tel: 908-236-1234 Fax: 908-236-1627	Trade Debt	\$1,748,873.41
Praxair Inc. 300 E. Great Lakes St. River Rouge, MI 48218-2606	Mitch Day Tel: 716-879-7993 Fax: 313-849-4330	Trade Debt	\$1,689,715.26
Votorantim US Inc. 6020 Navigation Blvd. Houston, TX 77011-1132	Office of the General Counsel Tel: 713-926-1705 Fax: 713-923-1783	Trade Debt	\$1,659,978.11
Minteq International, Inc. 395 Grove City Rd. Slippery Rock, PA 16057	Rick Mores, Sales Mgr. Tel: 219-406-9541 Fax: 219-659-1850	Trade Debt	\$1,657,925.07
Harsco Metals Americas 8050 Rowan Rd., Suite 600 Cranberry Township, PA 16066	James R. Budd Tel: 773-731-9418 Fax: 724-741-6672	Trade Debt	\$1,654,506.92
ESM Group Inc. University Corporate Centre 300 Corporate Parkway Suite 118n Amherst, NY 14226-1207	John Loeffler Tel: 724-898-1541 Fax: 716-446-8911	Trade Debt	\$1,634,902.24


IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned authorized officer of RG Steel, LLC, the debtor in this case (the "**Debtor**"), declare under penalty of perjury that I have read the foregoing list of the thirty largest unsecured creditors of the Debtor and its affiliated debtors, on a consolidated basis, and that it is true and correct to the best of my information and belief.

Dated: May _____ 31, 2012



V. John Goodwin
Authorized Signatory

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**CORPORATE OWNERSHIP STATEMENT AND EQUITY
SECURITY HOLDERS LIST OF RG STEEL, LLC,
PURSUANT TO BANKRUPTCY RULES 1007(a)(3) AND 7007.1**

RG Steel, LLC is a wholly-owned subsidiary of RG Steel Holdings LLC, which is owned 75.5% by The Renco Group, Inc. and 24.5% by Cerberus RG Investor LLC. The address of RG Steel, LLC's equity holder is as follows: One Rockefeller Plaza, New York, NY, 10020.


IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned authorized officer of RG Steel, LLC, the debtor in this case (the "**Debtor**"), declare under penalty of perjury that I have read the foregoing list of equity security holders and corporate ownership statement of the Debtor and that it is true and correct to the best of my information and belief.

Dated: May _____ 31, 2012



V. John Goodwin
Authorized Signatory