

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

-----X  
In re : Chapter 11  
 :  
RG Steel Railroad Holding, LLC, : Case No. 12-11667 (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

**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

*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.*

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

*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.*

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 Railroad Holding, LLC****Case No. 12-11667 (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	3	\$1,349,572.37		
B - Personal Property	YES	17	\$9,350,183.10		
C - Property Claimed as Exempt	NO	N/A			
D - Creditors Holding Secured Claims	YES	2		\$783,868,088.80	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	3		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	4		\$2,180,761.67	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	6			
I - Current Income of Individual Debtor(s)	NO	N/A			
J - Current Expenditures of Individual Debtor(s)	NO	N/A			
<b>TOTAL</b>		<b>36</b>	<b>\$10,699,755.47</b>	<b>\$786,048,850.47</b>	



**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
See Schedule A Attachment			\$1,349,572.37	\$1,349,572.37
Total			<b>\$1,349,572.37</b>	

(Report total also on Summary of Schedules.)

In Re: RG Steel Railroad Holding, LLC

Case No. 12-11667

Schedule A

Real Property

Description of property	Address 1	Address 2	City	State	Zip	Nature of debtor's interest in property	Current market value of debtor's interest in property, without deducting any secured claim or exemption	Amount of secured claim
#5 SCALE AREA PARKING LOTS AND PAVING	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$1,764.07	
#5 SCALE OFFICE & WELFARE BUILDING	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$31,903.53	
1324 LF TRK INCL 13 TOSBLAST FURN Y	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$4,312.84	
2 STEAMLINE AND RETURN	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$2,468.46	
2000 RRB REPLACEMENT PROP TAX	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$1,212.99	
8 CORRUGATED CLVRTS PERFORATED_STL	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$3,085.58	
8 CORRUGATED CULVERTS 4025 LF	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$4,782.64	
85 LF OF TRACK INCLUDING 1 TURNOUT	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$404.33	
BETTERMENT	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$9,056.98	
BETTERMENT OF 1200 LF OF TRACK	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$121.30	
BETTERMENT OF 160 LF OF TRACK	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$26.96	
BETTERMENT OF 630 LF OF TRACK	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$40.43	
BUILDING	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$3,565.69	
BUILDING ADDITION OF MAIN OFFICE	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$24,396.82	
BUILDING ADDITION TO LOCO REPAIR SHOP	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$22,520.13	
BUILDING AIR CONDITIONING UNIT MAIN OFFICE	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$3,565.69	
BUILDING AIR HANDLING UNIT @ MAIN OFFICE	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$469.18	
BUILDING AUTO REPAIR & GARAGE	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$2,064.35	
BUILDING BLAST FURNACE YARD OFFICE	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$3,152.82	
BUILDING BOILER HOUSE AT LOCOMOTIVE SHOP	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$1,182.30	
BUILDING EXT TO WEST LEANTO OF LOCO SHOP	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$1,426.27	
BUILDING EXTENSION TO M/W STORE HOUSE	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$6,005.37	
BUILDING INSUL&THERMOPNE WINDOWS M/W OFFICE	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$281.49	
BUILDING LOCKER ROOM (M/W LOCO SHOP)	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$2,439.68	
BUILDING LOCOMOTIVE SHOP STORE HOUSE	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$1,388.75	
BUILDING LOCOMOTIVES REPAIR SHOP	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$11,260.07	
BUILDING M/W EQUIPMENT REPAIR	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$12,010.74	
BUILDING M/W GARAGE INSUALTION SYSTEM	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$656.84	
BUILDING M/W OFFICE	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$5,067.03	
BUILDING M/W STORE HOUSE	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$4,691.69	
BUILDING OFFICE RENOVATIONS	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$12,198.40	
BUILDING OIL HOUSE (TIE YARD)	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$375.34	
BUILDING PAVING AT M/W ENTRANCE	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$1,538.87	
BUILDING REMOTE CNTRL SYSOVERHEAD CRANESHOP	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$1,745.31	
BUILDING ROOF ON LOCOMOTIVE SHOP	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$15,951.75	
BUILDING SAND CONTROL & SAND PIT	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$356.56	
BUILDING SCALE #7 HOUSE & LOCKER ROOM	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$7,131.38	
BUILDING SERVICE STATION	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$487.94	
BUILDING STEAM LIN/ROOF MAIN OFFICE	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$9,946.39	
BUILDING WILLIAMS MOBILE OFFICE	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$563.01	
CNCRTE SIDEWALKS @ MAIN OFF	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$229.12	
EXT TO INSPECTION PIT AT SERV STATN	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$925.68	
FLOODLIGHT TOWER	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$172,483.79	
HOT METAL SERVICE TRACKS	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$30,998.57	
INCIDENTAL ADD OF TIES & TIE PLATES	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$26.96	
INCIDENTAL ADD OF TIES AND PLATES	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$40.43	
INCIDENTAL ADDITION	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$26.96	
INCIDENTAL ADDITION OF TIES & PLATE	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$53.92	

In Re: RG Steel Railroad Holding, LLC  
Case No. 12-11667  
Schedule A  
Real Property

Description of property	Address 1	Address 2	City	State	Zip	Nature of debtor's interest in property	Current market value of debtor's interest in property, without deducting any secured claim or exemption	
							Amount of secured claim	
INCIDENTAL ADDOF TIES & TIE PLATES	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$26.96	
LIGHTING SYSTEM AT GRAYS YARD	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$7,713.94	
PAVING AT LOCO SHOP	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$485.19	
PAVING AT M/W PARKING LOT	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$781.70	
RAILROAD BRIDGE OVER HUMPHRIES CREEK	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$771,394.44	
ROSS WHITE SAND ELEVATION DRUM	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$2,931.31	
RRB REPLACEMENT PROP TAX	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$2,291.20	
RRB REPLACEMENT PROP TAX 1997	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$2,156.42	
RRB REPLACEMENT PROP TAX 1998	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$2,291.20	
RRB REPLACEMENT PROP TAX 1999	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$1,752.09	
RRB REPLACEMENT PROP TAX 2001	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$4,447.62	
SAND STORAGE SILO 12 DIAx41 6 HI	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$2,777.03	
STANDARD GAUGE RAILROAD TRACK	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$5,350.65	
STANDARD GAUGE RAILROAD TRACKSUPP	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$2,695.53	
STANDARD GAUGE TRACK 1922 THRU 1980	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$113,212.15	
STEEL FLOODLIGHT TOWERS & LINES	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$7,713.94	
TRACK 102 LF	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$336.94	
TRACK 280 LF	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$444.76	
TRACK 291 LF	1430 SPARROWS POINT BOULEVARD		SPARROWS POINT	MD	21219	OWNER	\$363.90	
						<b>TOTAL:</b>	<b>\$1,349,572.37</b>	

**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.	X			\$0.00

Subtotal (Total on this page) **\$0.00**

In re: **RG Steel Railroad Holding, LLC**

Case No. **12-11667 (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
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
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			\$0.00

Subtotal (Total on this page) **\$0.00**

In re: **RG Steel Railroad Holding, LLC**

Case No. **12-11667 (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
6. Wearing apparel.	X			\$0.00
7. Furs and jewelry.	X			\$0.00
8. Firearms and sports, photographic, and other hobby equipment.	X			\$0.00

Subtotal (Total on this page) **\$0.00**

In re: **RG Steel Railroad Holding, LLC**

Case No. **12-11667 (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
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.				\$12,732.00
10. Annuities. Itemize and name each issuer.	X			\$0.00
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

Subtotal (Total on this page) **\$12,732.00**

In re: **RG Steel Railroad Holding, LLC**

**Case No. 12-11667 (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
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.	X			\$0.00
14. Interests in partnerships or joint ventures. Itemize.	X			\$0.00

Subtotal (Total on this page) **\$0.00**



In re: **RG Steel Railroad Holding, LLC**

**Case No. 12-11667 (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
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			\$0.00
16. Accounts Receivable.		See Schedule B16 Attachment		\$8,637,279.61
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			\$0.00

Subtotal (Total on this page)

**\$8,637,279.61**

In re: **RG Steel Railroad Holding, LLC**

Case No. 12-11667 (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
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
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			\$0.00

Subtotal (Total on this page) **\$0.00**

In re: **RG Steel Railroad Holding, LLC**

Case No. **12-11667 (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
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.	X			\$0.00
22. Patents, copyrights, and other intellectual property. Give particulars.	X			\$0.00
23. Licenses, franchises, and other general intangibles. Give particulars.	X			\$0.00

Subtotal (Total on this page) **\$0.00**

In re: **RG Steel Railroad Holding, LLC**

**Case No. 12-11667 (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
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.		See Schedule B25 Attachment		\$9,029.45
26. Boats, motors, and accessories.	X			\$0.00

Subtotal (Total on this page) **\$9,029.45**

In re: **RG Steel Railroad Holding, LLC**

**Case No. 12-11667 (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
27. Aircraft and accessories.	X			\$0.00
28. Office equipment, furnishings, and supplies.	X			\$0.00
29. Machinery, fixtures, equipment, and supplies used in business.		See Schedule B29 Attachment		\$691,142.04

Subtotal (Total on this page) **\$691,142.04**

In re: **RG Steel Railroad Holding, LLC**

**Case No. 12-11667 (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
30. Inventory.	X			\$0.00
31. Animals.	X			\$0.00
32. Crops - growing or harvested. Give particulars.	X			\$0.00

Subtotal (Total on this page) **\$0.00**

In re: **RG Steel Railroad Holding, LLC**

**Case No. 12-11667 (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
33. Farming equipment and implements.	X			\$0.00
34. Farm supplies, chemicals, and feed.	X			\$0.00
35. Other personal property of any kind not already listed. Itemize.	X			\$0.00

Subtotal (Total on this page) **\$0.00**

In re: **RG Steel Railroad Holding, LLC**

**Case No. 12-11667 (KJC)**

### **SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Subtotal (Total on this page)	<b>\$0.00</b>
Total	<b>\$9,350,183.10</b>

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



In Re: RG Steel Railroad Holding, LLC

Case No. 12-11667

Schedule B16

Personal Property - Accounts receivable

Company	Address 1	Address 2	City	State	Zip	Type of receivable	Receivable balance
AMG RESOURCES CORP	2415 GRAYS ROAD		EDGEMERE	MD	21222	TRADE	\$7,754.23
AMTROL	2440 GRAYS ROAD		DUNDALK	MD	21222	TRADE	\$3,185.42
ARKANSAS OKLAHOMA RAILROAD CO	C/O GREENBRIER CO	ONE CTR POINT DRIVE SUITE 200	LAKE OSWEGO	OR	97035	TRADE	\$11.45
C S X TRANSPORTATION INC	CSXT CAR REPAIR	PO BOX 44089	JACKSONVILLE	FL	32231-4089	TRADE	\$421.30
CANADIAN NATIONAL RAILWAYS	CAR ACCOUNTING	PO BOX 8100	MONTREAL	QC	H3C 3N4	TRADE	\$101.61
CHESAPEAKE SPECIALTY PRODUCTS	5055 NORTH POINT BLVD		BALTIMORE	MD	21219	TRADE	\$1,690.00
CHICAGO FREIGHT CAR LEASING CO	6250 N RIVER ROAD	SUITE 700	ROSEMONT	IL	60018	TRADE	\$16.09
CLARK STEEL FRAMING SYSTEMS	101 CLARK BOULEVARD		MIDDLETOWN	OH	45044	TRADE	\$560.00
CSX TRANSPORTATION CSC	6737 SOUTHPOINT DRIVE SOUTH	PAUL CHUPPE J607	JACKSONVILLE	FL	32216	TRADE	\$118,452.26
DIETRICH-SCOTT TRAFFIC COMPANY	PO BOX 4448	26 CRAFTON AVE	PITTSBURGH	PA	15205-0117	TRADE	\$862.52
FRITZ ENTERPRISES	1650 W. JEFFERSON		TRENTON	MI	48183	TRADE	\$2,388.00
GLOBAL DEMOLITION	PO BOX 54		FORT HOWARD	MD	21054	TRADE	\$10,267.00
H.S. PROCESSING L.P.	2121 GRAYS ROAD	ATTN ACCTS PAYABLE	BALTIMORE	MD	21222	TRADE	\$1,927.00
KINDER MORGAN BULK TERMINALS	1575 SPARROWS POINT BLVD		BALTIMORE	MD	21219-1029	TRADE	\$15,296.18
LAF BLDG MTLs BC NORTHEAST	C/O FINANCIAL	PO BOX 4091 POSTAL STATION A	TORONTO	ON	M5W 5KY	TRADE	\$1,400.00
MARYLAND METALS PROCESSING INC	4425A NORTH POINT BLVD		BALTIMORE	MD	21219	TRADE	\$8,721.77
MARYLAND PIG SERVICES INC	1801 WHARF ROAD		SPARROWS POINT	MD	21219	TRADE	\$18,581.68
NORFOLK SOUTHERN CORPORATION	1200 PEACHTREE STREET	BOX 105	ATLANTA	GA	30309	TRADE	\$351,128.93
PHOENIX SERVICES LLC	PO BOX 250		FORT HOWARD	MD	21052	TRADE	\$8,986.18
RG STEEL SPARROWS POINT LLC	1430 SPARROWS POINT BLVD		SPARROWS POINT	MD	21219	INTER-CO	\$8,084,463.00
SOUTHERN ILLINOIS RAILCAR CO	EXECUTIVE PARK 2	505 BUCKEYE DRIVE	TROY	IL	62294	TRADE	\$463.06
TERMINAL CORPORATION	RESERVOIR ROAD		SPARROWS POINT	MD	21219	TRADE	\$360.00
TTX COMPANY	101 NORTH WACKER DRIVE		CHICAGO	IL	60606	TRADE	\$241.93
						<b>Total:</b>	<b>\$8,637,279.61</b>

**In Re: RG Steel Railroad Holding, LLC**

**Case No. 12-11667**

Schedule B25

Personal Property - Automobiles, trucks, trailers, and other vehicles and accessories

<b>Make</b>	<b>Year</b>	<b>Model</b>	<b>VIN</b>	<b>Location</b>	<b>Net Book Value</b>
PICKUP TRUCK 2002 FORD F150 #164	2002			SPARROWS POINT, MD	\$812.68
PICKUP TRUCK 99 FORD F350 CREW CAB TRUCK #1	1999			SPARROWS POINT, MD	\$541.79
PICKUP TRUCK 99 FORD F350 TRUCK W UTIL BOD#157	1999			SPARROWS POINT, MD	\$632.02
PICKUP TRUCK FORD 1997 F150 #152	1997			SPARROWS POINT, MD	\$361.14
TRAILER 10TON 24 BED #139(CAR DEPT)				SPARROWS POINT, MD	\$361.14
TRUCK 2000 FORD F650 W UTIL BOD#158	2000			SPARROWS POINT, MD	\$993.26
TRUCK FORD F350 NO 154 1997	1997			SPARROWS POINT, MD	\$632.02
TRUCK FORD F350 NO 156 W/WLDR 1997	1997			SPARROWS POINT, MD	\$722.38
TRUCK FORD F350 NO155 1997	1997			SPARROWS POINT, MD	\$632.02
TRUCK MACK LOCO REFUELING #145 1992	1992			SPARROWS POINT, MD	\$2,979.87
VAN CARGO FORD E150 VAN # 146				SPARROWS POINT, MD	\$361.14
				<b>Total:</b>	<b>\$9,029.45</b>

**In Re: RG Steel Railroad Holding, LLC**

**Case No. 12-11667**

Schedule B29

Personal Property - Machinery, fixtures, equipment and supplies used in business

Description	Location	Cost basis	Book value
1 CAR # 347	SPARROWS POINT, MD	\$300.00	\$280.57
23 TONE ALARMS FOR LOCOMOTIVES	SPARROWS POINT, MD	\$200.00	\$187.05
300 TON WHEEL PRESS	SPARROWS POINT, MD	\$400.00	\$374.15
8000 GALLON TANK CAR #1002	SPARROWS POINT, MD	\$100.00	\$93.46
9 CARS #338 THRU 346	SPARROWS POINT, MD	\$2,800.00	\$2,618.94
9 CARS#325327 329333 335	SPARROWS POINT, MD	\$2,800.00	\$2,618.94
ADDITION OF 145 FT RERAILING BRIDGE	SPARROWS POINT, MD	\$300.00	\$280.57
AIR BRAKE TEST RACK NO 3181	SPARROWS POINT, MD	\$200.00	\$187.05
AIR COMPRESSOR & AIR DRYER	SPARROWS POINT, MD	\$3,200.00	\$2,993.07
B AND B WHEEL GRINDER	SPARROWS POINT, MD	\$700.00	\$654.66
BALDWIN 1000 HP DIESEL ELEC LOCO #140	SPARROWS POINT, MD	\$700.00	\$654.66
BALDWIN 1000 HP DIESEL ELEC LOCO #141	SPARROWS POINT, MD	\$800.00	\$748.25
BALDWIN 1000 HP DIESEL ELEC LOCO #147	SPARROWS POINT, MD	\$3,400.00	\$3,180.05
BETTERMENT	SPARROWS POINT, MD	\$103,300.00	\$96,619.90
BURRO PANEL TRACK LIFTER S/N 4757	SPARROWS POINT, MD	\$0.00	\$0.00
CAP TRACK EXPENDITURES	SPARROWS POINT, MD	\$14,428.26	\$13,495.19
CORMACH MDL8700E1 KNUCKLEBOOM CRANE #158	SPARROWS POINT, MD	\$1,300.00	\$1,215.91
COVERED COIL CARS 70TON USED #5065 (4)	SPARROWS POINT, MD	\$3,800.00	\$3,554.27
CRANE EOT 10 TON	SPARROWS POINT, MD	\$1,900.00	\$1,777.14
CRANE EOT 20 TON P & H #12759	SPARROWS POINT, MD	\$2,800.00	\$2,618.87
CRANE JIB 1/2 TON	SPARROWS POINT, MD	\$0.00	\$0.00
DAKE AIRHYDRAULIC PRESS75 TON	SPARROWS POINT, MD	\$0.00	\$0.00
DIESEL WELDING MACHINE	SPARROWS POINT, MD	\$500.00	\$467.58
DRILL GRINDER	SPARROWS POINT, MD	\$0.00	\$0.00
ELECINMOTION WEIGHING SYS #7SCALE	SPARROWS POINT, MD	\$300.00	\$280.57
ELECTRONIC SCALE & SCALE PIT #5	SPARROWS POINT, MD	\$2,600.00	\$2,431.84
EMD 1200 HP DIESEL ELECT LOCOM #116	SPARROWS POINT, MD	\$6,400.00	\$5,986.10
EMD 1200 HP DIESEL ELECT LOCOM #122	SPARROWS POINT, MD	\$3,000.00	\$2,805.97
EMD 1200 HP DIESEL ELECT LOCOM #135	SPARROWS POINT, MD	\$4,700.00	\$4,395.96
EMD 1200 HP DIESEL ELECTR LOCOM #201	SPARROWS POINT, MD	\$4,700.00	\$4,396.07
EMD 1200 HP DIESEL ELECTRIC LOCO #128	SPARROWS POINT, MD	\$8,100.00	\$7,576.14
EMD 1200 HP DIESEL ELECTRIC LOCO #132	SPARROWS POINT, MD	\$8,700.00	\$8,137.36
EMD 1200 HP SW9 LOCOMOTIVE #113	SPARROWS POINT, MD	\$4,700.00	\$4,396.08
EMD LOCOMOTIVE #216	SPARROWS POINT, MD	\$16,000.00	\$14,965.36
EMD LOCOMOTIVE #217	SPARROWS POINT, MD	\$16,000.00	\$14,965.36
EMD LOCOMOTIVES #205 AND #206	SPARROWS POINT, MD	\$15,000.00	\$14,030.02
EMD LOCOMOTIVES #904 AND #936	SPARROWS POINT, MD	\$22,000.00	\$20,577.38
EMD SW 1500 LOCOMOTIVE #218	SPARROWS POINT, MD	\$16,000.00	\$14,965.36
FAIRMONT GANG CAR	SPARROWS POINT, MD	\$300.00	\$280.57
FORKLIFT #144	SPARROWS POINT, MD	\$1,100.00	\$1,028.78
FORKLIFT TRUCK	SPARROWS POINT, MD	\$2,000.00	\$1,870.60
FRONT END LOADER #133	SPARROWS POINT, MD	\$5,700.00	\$5,331.40
FUEL PUMP TEST RACK	SPARROWS POINT, MD	\$0.00	\$0.00
GEISMAR SPIKE PULLERSN 1117	SPARROWS POINT, MD	\$800.00	\$748.25
GLASS BEAD SAND BLASTER	SPARROWS POINT, MD	\$100.00	\$93.46
GONDOLA 7 SG 70 TON CARS 235241	SPARROWS POINT, MD	\$12,000.00	\$11,223.99
GONDOLA 70 TON # 334 THRU 339 (6)	SPARROWS POINT, MD	\$5,500.00	\$5,144.36
GONDOLA CAR # 348 70 TON	SPARROWS POINT, MD	\$900.00	\$841.79
GONDOLA CARS 11 SG 70 TON 242252	SPARROWS POINT, MD	\$17,000.00	\$15,900.63
GONDOLA CARS 11SG 70 TON 210220	SPARROWS POINT, MD	\$19,000.00	\$17,771.30
GONDOLA CARS 14 SG 70 TON 221234	SPARROWS POINT, MD	\$24,000.00	\$22,447.98

**In Re: RG Steel Railroad Holding, LLC**

**Case No. 12-11667**

Schedule B29

Personal Property - Machinery, fixtures, equipment and supplies used in business

Description	Location	Cost basis	Book value
GONDOLA CARS 16SG 70TN 253268	SPARROWS POINT, MD	\$24,000.00	\$22,447.98
GONDOLA CARS 3 SG 70TN 200202	SPARROWS POINT, MD	\$5,100.00	\$4,770.21
GONDOLA CARS 400424 24 100TN	SPARROWS POINT, MD	\$34,000.00	\$31,801.34
GONDOLA CARS 425449 24 100TN	SPARROWS POINT, MD	\$41,000.00	\$38,348.65
GONDOLA CARS 7SG 70 TON CARS 203209	SPARROWS POINT, MD	\$12,000.00	\$11,223.99
GONDOLA CARS 8 70 TON #340 THRU 347	SPARROWS POINT, MD	\$7,100.00	\$6,640.81
GONDOLA CARS 8 SG 70 TON 292299	SPARROWS POINT, MD	\$13,000.00	\$12,159.32
GONDOLA CARS 9 70 TON #325 THRU 333	SPARROWS POINT, MD	\$8,100.00	\$7,576.14
GONDOLA CARS SG 70 TON 269291(23)	SPARROWS POINT, MD	\$34,000.00	\$31,801.34
HORIZONTAL BAND SAW NO 8444	SPARROWS POINT, MD	\$0.00	\$0.00
HYDRAULIC CLEANING UNIT	SPARROWS POINT, MD	\$300.00	\$280.57
HYDRAULIC POWER UNIT	SPARROWS POINT, MD	\$1,200.00	\$1,122.38
INGERSOLL RAND AIR COMPRESSOR #150	SPARROWS POINT, MD	\$1,500.00	\$1,402.95
KERSHAW TIE CRANE #93	SPARROWS POINT, MD	\$200.00	\$187.05
LAWN MOWER	SPARROWS POINT, MD	\$1,300.00	\$1,215.91
LINCOLN 300 AMP WELDER	SPARROWS POINT, MD	\$0.00	\$0.00
LOCOMOTIVE SLUG #12	SPARROWS POINT, MD	\$1,900.00	\$1,777.05
LOCOMOTIVE SLUG #15	SPARROWS POINT, MD	\$1,900.00	\$1,777.05
LOCOMOTIVE SLUG #19	SPARROWS POINT, MD	\$2,400.00	\$2,244.75
LOCOMOTIVES #5 AND #6	SPARROWS POINT, MD	\$28,000.00	\$26,189.31
LOCOMOTIVES 212 AND 213	SPARROWS POINT, MD	\$72,000.00	\$67,344.02
LUBRICATION EQUIPMENT	SPARROWS POINT, MD	\$300.00	\$280.57
MAIN BEARING MANDREL	SPARROWS POINT, MD	\$0.00	\$0.00
METAL CUTTING BAND SAW	SPARROWS POINT, MD	\$0.00	\$0.00
MEZZANINE PLATFORM W ELEC LIFT TABLE	SPARROWS POINT, MD	\$2,200.00	\$2,057.71
OVERHAUL LOCOMOTIVE # 132	SPARROWS POINT, MD	\$8,900.00	\$8,324.47
PORTABLE JACKS 35 TON WHITING	SPARROWS POINT, MD	\$900.00	\$841.79
PORTABLE THREADING MACHINE	SPARROWS POINT, MD	\$0.00	\$0.00
RADIO REPEATER RECEIVER STATION	SPARROWS POINT, MD	\$3,800.00	\$3,554.27
RERAILING EQUIPMENT	SPARROWS POINT, MD	\$10,200.00	\$9,540.31
RERAILING JACKS	SPARROWS POINT, MD	\$2,200.00	\$2,057.71
ROLLER BEARING PULLER	SPARROWS POINT, MD	\$600.00	\$561.14
RRB REPLACEMENT PROPERTY	SPARROWS POINT, MD	\$17,000.00	\$15,900.63
SCALE #7 INSTRUMENT	SPARROWS POINT, MD	\$500.00	\$467.58
SCALE INSTRUMENT #5	SPARROWS POINT, MD	\$1,200.00	\$1,122.38
SCALE TEST CARS #1 40# & #2 80#	SPARROWS POINT, MD	\$0.00	\$0.00
SHOP TOOLS	SPARROWS POINT, MD	\$100.00	\$93.46
SIGNAL SYSTEM AT TIN MILL ROAD	SPARROWS POINT, MD	\$900.00	\$841.79
SMALL HAND TOOLS	SPARROWS POINT, MD	\$0.00	\$0.00
STEAM SYSTEMLOCOMOTIVE SHOP	SPARROWS POINT, MD	\$14,000.00	\$13,094.68
TAMPER	SPARROWS POINT, MD	\$12,000.00	\$11,223.99
TAMPER TIE RENEWERSPIKE PULLER #7	SPARROWS POINT, MD	\$600.00	\$561.14
THREE USED G7 COVERED GONDOLA CARS	SPARROWS POINT, MD	\$3,800.00	\$3,554.27
TIRE CHANGER	SPARROWS POINT, MD	\$400.00	\$374.15
TRACK SCALE #7	SPARROWS POINT, MD	\$4,100.00	\$3,834.85
TRAMRAIL HAND PROPELLED CRANE	SPARROWS POINT, MD	\$300.00	\$280.57
TRUCK LIFT	SPARROWS POINT, MD	\$2,600.00	\$2,431.84
TWO TAGALONG AIR COMPRESSORS	SPARROWS POINT, MD	\$900.00	\$841.79
TWO USED G7 COVERED GONDOLA CARS	SPARROWS POINT, MD	\$1,700.00	\$1,590.02
WHEEL FLANGE WELDING MACHINE	SPARROWS POINT, MD	\$200.00	\$187.05
<b>Total:</b>		<b>\$738,928.26</b>	<b>\$691,142.04</b>

In re: **RG Steel Railroad Holding, LLC**

Case No. **12-11667 (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 <i>(See Instructions Above.)</i>	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							\$783,868,088.80	\$0.00
Subtotal(s) (Total(s) on this page)							<b>\$783,868,088.80</b>	<b>\$0.00</b>
Total(s) (Use only on last page)							<b>\$783,868,088.80</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 Railroad Holding, LLC**  
**Case No. 12-11667**  
Schedule D  
Creditors Holding Secured Claims

Creditor's Name	Address 1	Address 2	City	State	Zip	Codebtor	Description	Contingent	Unliquidated	Disputed	Amount of claim without deducting value of collateral	Unsecured portion, if any	
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	
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								
								<b>Total:</b>				<b>\$783,868,088.80</b>	<b>\$0.00</b>
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 Railroad Holding, LLC**Case No. **12-11667 (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 Railroad Holding, LLC**

**Case No. 12-11667 (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.*



**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):							<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>
Total: (Report also on the Summary of Schedules)							<b>\$0.00</b>		
Totals: (Report also on the Statistical Summary of Certain Liabilities Related Data)								<b>\$0.00</b>	<b>\$0.00</b>

In re: **RG Steel Railroad Holding, LLC**

Case No. **12-11667 (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							\$2,180,761.67
Subtotal (Total on this page)							<b>\$2,180,761.67</b>
Total (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							<b>\$2,180,761.67</b>

In Re: RG Steel Railroad Holding, LLC

Case No. 12-11667

Schedule F

Creditors Holding Unsecured Claims

Creditor's Name	Address 1	City	State	Zip	Country	Type of Claim	Subject to setoffs		Contingent	Unliquidated	Disputed	Total amount of claim
							Y/N					
3M OCCUPATIONAL HEALTH	P. O. BOX 45	RED HILL	PA	18076		TRADE VENDOR	N					\$200.28
A & A BOLT & SCREW CO	P O BOX 9595	BALTIMORE	MD	21237		TRADE VENDOR	N					\$132.15
ACME ABRASIVE CO	50 F STREET NW SUITE 7020	WASHINGTON	DC	20001		TRADE VENDOR	N					\$2,772.00
ADVANCE SCALE OF MARYLAND LLC	1110 BAPVIA ROAD	BALTIMORE	MD	21237-0120		TRADE VENDOR	N					\$5,707.22
AIRGAS	9494 DEERECO ROAD	TIMONIUM	MD	21093		TRADE VENDOR	N					\$449.93
ALBAN TRACTOR CO INC	701 MCCULLOH STREET	BALTIMORE	MD	21201		TRADE VENDOR	N					\$42,060.07
AMERICAN SHORT LINE & REGIONAL & TURNOUT CO.	1120 G ST NW	WASHINGTON	DC	20005		TRADE VENDOR	N					\$7,405.00
ATLANTIC TRACK	P.O. BOX 1431	BALTIMORE	MD	21297		TRADE VENDOR	N					\$19,162.16
BALFOUR BEATTY RAIL	PUBLIC SERVICE COMMISSION FISCAL SECTION, 16TH FLOOR 6 ST. PAUL STREET	BALTIMORE	MD	21202-6806		TRADE VENDOR	N					\$1,150,246.84
BALTIMORE GAS AND ELECTRIC	POST OFFICE BOX 8187	PITTSBURGH,	PA	15217		TRADE VENDOR	N					\$3,389.59
BOATRIGHT SAFETY SOLUTIONS	205 CLARK ROAD	DURYEA	PA	18642		TRADE VENDOR	N					\$385.00
BP LUBRICANTS USA INC	1601 INDUSTRIAL STREET	HUDSON	WI	54016		TRADE VENDOR	N					\$438.00
BUNCHER CO., THE	135 MUNDIS RACE ROAD	YORK	PA	17402		TRADE VENDOR	N					\$16.25
CENTURY ENGINEERING INC	210 SYCAMORE ST	COFFEYVILLE	KS	67337		TRADE VENDOR	N					\$9.25
CLARK FILTER	7 NESHAMINY INTERPLEX SUITE 301 P.O. BOX 660	TREVOSE	PA	19053-0660		TRADE VENDOR	N					\$219.60
CLEAN EDGE	P.O. BOX 10586	BIRMINGHAM	AL	35202-0586		TRADE VENDOR	N					\$1,403.50
CODORUS STONE & SUPPLY CO	50 MILLSTONE RD BLDG 400200	EAST WINDSOR	NJ	08520-9924		TRADE VENDOR	N					\$17,863.23
COMMONWEALTH BUSINESS MEDIA	ELEVEN PENN CENTER 12TH FLOOR 1835 MARKET STREET	PHILADELPHIA	PA	19103		TRADE VENDOR	N					\$188.00
COMMUNICATIONS ELECTRONICS INC	3001 WILLIAMSBURG ROAD	RICHMOND	VA	23231		TRADE VENDOR	N					\$212.50
CONCORDE, INC.	3562 S. HANOVER ST. R	BALTIMORE	MD	21225		TRADE VENDOR	N					\$132.50
CRANE MASTERS, INC.	DBA CRYSTAL SPRINGS 4170 TANNERS CREEK DR	FLOWERY BRANCH	GA	30542		TRADE VENDOR	N					\$99,674.50
DELAWARE SECRETARY OF STATE	101 N MAIN AVENUE SUITE 217	SIOUX FALLS	SD	57104		TRADE VENDOR	N					\$250.00
DIESEL SUPPLY CO. INC.	1932 INDUSTRIAL DRIVE	LIBERTYVILLE	IL	60048		TRADE VENDOR	N					\$6,284.98
DS WATERS	301 TRESSER BLVD	STAMFORD	CT	06901		TRADE VENDOR	N					\$44.00
DURRETT SHEPPARD STEEL CO INC	1700 S CATON AVE	BALTIMORE	MD	21227		TRADE VENDOR	N					\$555.00
EARLS LUBER-FINER	P.O. BOX 13848 500 SPRING RIDGE DRIVE	READING,	PA	19612		TRADE VENDOR	N					\$112.14
EHRlich, J.C. CO., INC.4	1525 VALLEY CENTER PARKWAY SUITE 160	BETHLEHEM	PA	18017		TRADE VENDOR	N					\$42,410.00
FASTSIGNS	10710 GILROY ROAD	HUNT VALLEY	MD	21031		TRADE VENDOR	N					\$174.45
FEDEX	5603 GRAND AVENUE	PITTSBURGH	PA	15225		TRADE VENDOR	N					\$478.09
FOSTER, L.B. CO.	2810 WEST SARATOGA ST	BALTIMORE	MD	21223		TRADE VENDOR	N					\$26,798.24
FRANKLIN & PROKOPIK	TORQUE 104 WEST NORTH LANE UNIT A2	CONSHOHOCKEN	PA	19428		TRADE VENDOR	N					\$10,889.40
FUCHS LUBRICANTS CO	P.O. BOX 298 9426 BUCHANAN TRAIL WEST	MERCERSBURG	PA	17236		TRADE VENDOR	N					\$901.20
GENERAL WIPING CLOTH CO INC	MAIN POST OFFICE P.O. BOX 7164	ST.LOUIS	MO	63177		TRADE VENDOR	N					\$373.10
GRAYBAR ELECTRIC CO INC	1325 MOHRS LANE	BALTIMORE	MD	21220		TRADE VENDOR	N					\$1,532.31
HARVEY SALT CO	927 ESSEX SQUARE	BALTIMORE	MD	21221		TRADE VENDOR	N					\$60.00
HULCHER SERVICES INC.	707 CLARK DRIVE P O BOX 323	GLADSTONE	MI	49837		TRADE VENDOR	N					\$10,893.19
HYDRO DYNAMICS	2700 BROENING HWY N DUNMAR BLDG SUITE 118	BALTIMORE	MD	21222		TRADE VENDOR	N					\$1,887.40
INDEPENDENT MACHINE COMPANY	1104 RUSSELL STREET	BALTIMORE	MD	21230		TRADE VENDOR	N					\$5,698.20
JA CRANE CO	B&O BLDG, 2 NORTH CHARLES STREET SUITE 600	BALTIMORE	MD	21201		TRADE VENDOR	N					\$1,620.00
JMA RAIL PRODUCTS	9 DIMELY CT	BALTIMORE	MD	21220		TRADE VENDOR	N					\$6,118.06
JOHNS TRUCK & INDUSTRIAL PARTS	7667 PULASKI HIGHWAY	BALTIMORE	MD	21237		TRADE VENDOR	N					\$155.72
K. W. REESE, INCORPORATED	PO BOX 5370	PRINCETON	NJ	08543-5370		TRADE VENDOR	N					\$600.00
KCI TECHNOLOGIES INC	PO BOX 659	UNIONVILLE	PA	19375		TRADE VENDOR	N					\$5,415.77
KINDER MORGAN	955 JEFFERSON AVE VALLEYFORGE CORP CTR	NORRISTOWN	PA	19403		TRADE VENDOR	N					\$3,394.19
KOPPERS INC	436 SEVENTH AVENUE	PITTSBURGH	PA	15219		TRADE VENDOR	N					\$1,496.70
LEONARD JED COMPANY	6601 PULASKI HIGHWAY	BALTIMORE	MD	21237		TRADE VENDOR	N					\$1,226.03

In Re: RG Steel Railroad Holding, LLC

Case No. 12-11667

Schedule F

Creditors Holding Unsecured Claims

Creditor's Name	Address 1	City	State	Zip	Country	Type of Claim	Subject to setoffs		Contingent	Unliquidated	Disputed	Total amount of claim
							Y/N					
MARYLAND TRUCK TIRE SERVICES	4400-4402 NORTH POINT BLVD.	BALTIMORE	MD	21219		TRADE VENDOR	N					\$7,714.68
MC MASTER-CARR SUPPLY COMPANY	OFFICE #6 1448 DESOTO ROAD	BALTIMORE	MD	21230		TRADE VENDOR	N					\$344.64
MCMaster CARR SUPPLY CO	300 GREAT LAKES ST	RIVER ROUGE	MI	48218-2606		TRADE VENDOR	N					\$5,384.46
MEALEY SUPPLY CO	1012 RUSSEL STREET	BALTIMORE	MD	21230		TRADE VENDOR	N					\$7,899.09
MICKELSON & COMPANY LLC	PO BOX 730	REYNOLDS	MO	63666		TRADE VENDOR	N					\$5,169.18
MIDWAY LUMBER CO., INC.	PO BOX 116944	ATLANTA	GA	30368		TRADE VENDOR	N					\$1,252.09
MISSOURI TIE INC	4950 NORTH POINT BLVD	SPARROWS POINT	MD	21219		TRADE VENDOR	N					\$78,286.10
MOBILE DREDGING & PUMPING	6601 RITCHIE HIGHWAY NE ACCOUNTING & FINANCIAL SYSTEMS, RM 220	GLEN BURNIE	MD	21062		TRADE VENDOR	N					\$458.00
MONUMENTAL SUPPLY CO INC	2116 SPARROWS POINT RD	BALTIMORE	MD	21219		TRADE VENDOR	N					\$17.02
MOTOR VEHICLE ADMINISTRATION	P O BOX 901961	CLEVELAND	OH	44190		TRADE VENDOR	N					\$422.50
NARSTCO INC	14661 ROTUNDA DRIVE	DEARBORN	MI	48120-1699		TRADE VENDOR	N					\$28,563.00
NELSON COMPANY	1030 BATAVIA FARM RD	BALTIMORE	MD	21237		TRADE VENDOR	N					\$3,422.30
NESTLE WATERS	27 FORGE PARKWAY	FRANKLIN	MA	02038		TRADE VENDOR	N					\$1,191.79
NORFOLK SOUTHERN	901 MERRITT BLVD.	BALTIMORE	MD	21222		TRADE VENDOR	N					\$20,448.00
NORRIS FORD	2817 NORTH POINT ROAD	BALTIMORE	MD	21222		TRADE VENDOR	N					\$491.22
NORTH POINT AUTOMOTIVE INC	U3743 OLD GEORGETOWN ROAD	BALTIMORE	MD	21227		TRADE VENDOR	N					\$1,219.39
NORTHEAST INDUSTRIAL BOLTING & ORKIN PEST CONTROL	936 RIDGEBROOK ROAD	SPARKS	MD	21152		TRADE VENDOR	N					\$1,406.00
P T O'MALLEY LUMBER CO INC	SUITE 303 1819 PEACHTREE ROAD, N.E.	ATLANTA	GA	30309		TRADE VENDOR	N					\$593.46
PETROCHOICE	2707 SPARROWS POINT RD	BALTIMORE	MD	21219		TRADE VENDOR	N					\$4,605.20
PHOENIX SERVICES, LLC	6000 FELDWOOD RD LOCKBOX 281935	ATLANTA	GA	30349		TRADE VENDOR	N					\$37,240.86
POWERRAIL DISTRIBUTION INC	PO BOX 108	DEFIANCE	PA	16633		TRADE VENDOR	N					\$359.21
PROGRESS RAIL SERVICES CORP.	114 CAPITAL BLVD	HOUMA	LA	70360		TRADE VENDOR	N					\$23,317.93
PUG'S FUEL OIL SERVICE, INC	P O BOX 640839	PITTSBURGH	PA	152640839		TRADE VENDOR	N					\$36,217.59
RAIL SYSTEMS INC	P O BOX 5507	ROCKVILLE	MD	20855		TRADE VENDOR	N					\$14,726.26
RAILCAR MANAGEMENT, INC.	P.O. BOX 79780	BALTIMORE	MD	21279-0780		TRADE VENDOR	N					\$146.49
RAILINC CORPORATION	PO BOX 79860	BALTIMORE	MD	21279		TRADE VENDOR	N					\$34,136.76
RAILINC RAILROAD CLEARINGHOUSE	1511 EVERLEA ROAD	MARRIOTTSVILLE	MD	21104		TRADE VENDOR	N					\$7.30
RG STEEL LLC	3604 COMMERCE	BALTIMORE	MD	21227		TRADE VENDOR	N					\$99,663.81
RHINEHART RAILROAD CONSTR	1430 SPARROWS POINT BLVD	SPARROWS POINT	MD	21219		INTER-COMPANY	Y					\$76,645.00
RHINEHART RAILROAD CONSTRUCT	PO BOX 125	FORT HOWARD	MD	21052-0125		TRADE VENDOR	N					\$95.00
ROBERTS OXYGEN CO INC	100 NEW ENGLAND AVE	PISCATAWAY	NJ	08854		TRADE VENDOR	N					\$77,172.40
SAFETY-KLEEN CORPORATION	8820 YELLOW BRICK RD.	BALTIMORE	MD	21237		TRADE VENDOR	N					\$5,654.08
SHANES SHOES	UNIVERSITY CORPORATE CENTRE	AMHERST	NY	14226-1207		TRADE VENDOR	N					\$1,621.50
STAPLES INC	275 MT. AIR ROAD	NEW CASTLE	PA	16102		TRADE VENDOR	N					\$779.00
STATE OF MARYLAND	SUITE #202 2108 EMMORTON PARK ROAD P O BOX 667	EDGEWOOD	MD	21040		TRADE VENDOR	N					\$558.70
STAUFFER GLOVE & SAFETY	4615 HOLLINS FERRY RD SUITE A	BALTIMORE	MD	21227		TRADE VENDOR	N					\$3,641.25
STRATO INC	1000 SHERBROOKE STREET WEST SUITE 1920	MONTREAL	QC	H3A 3G4		TRADE VENDOR	N					\$2,427.82
SYSTEMS ASSOCIATES	P O BOX 93167	CHICAGO	IL	60673		TRADE VENDOR	N					\$372.12
THERMO FISHER SCIENTIFIC INC	333 TROUT LANE PO BOX 796	SHILLINGTON	PA	19607		TRADE VENDOR	N					\$532.44
TIPCO TECHNOLOGIES INC	PO BOX 903	JOHNSTOWN	PA	15907		TRADE VENDOR	N					\$740.00
TRANSPORTATION TECHNOLOGY CENT	1155 BUSINESS CENTER DRIVE	FORSHAM	PA	19044		TRADE VENDOR	N					\$537.00
TRICO LIFT	436 SEVENTH AVENUE ROOM 2050	PITTSBURGH	PA	15219-1800		TRADE VENDOR	N					\$1,357.86
TTX COMPANY	401 S HAVEN ST	BALTIMORE	MD	21224		TRADE VENDOR	N					\$150.00
UNIFIRST CORPORATION	205 NAJOLAS ROAD	MILLERSVILLE	MD	21108		TRADE VENDOR	N					\$882.13
UNITED PROPANE INC	110 FRANKLIN ROAD	ROANOKE	VA	24042-0044		TRADE VENDOR	N					\$4,394.22
UNITRAC RAILROAD MATERIALS INC	PO BOX 7098	KNOXVILLE	TN	37921		TRADE VENDOR	N					\$62.38
VAUGHN SALES & SERVICE	3685 STUTZ DRIVE	CANFIELD	OH	44406		TRADE VENDOR	N					\$54,064.24
W W GRAINGER	33-43 S 14TH ST	QUAKERTOWN	PA	18951		TRADE VENDOR	N					\$494.00
	3701 E. MONUMENT ST.	BALTIMORE	MD	21205		TRADE VENDOR	N					\$57.80

**In Re: RG Steel Railroad Holding, LLC**  
**Case No. 12-11667**  
 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	
WAREHOUSE BATTERY OUTLET	1012 SECO ROAD	MONROEVILLE	PA	15146		TRADE VENDOR	N				\$572.43	
WATCO MECHANICAL SERVICES	5 STANHOPE GATE	LONDON		W1K 1AH	ENGLAND	TRADE VENDOR	N				\$45,388.51	
WHITING SERVICES, INC.	P.O BOX 116802	ATLANTA	GA	30368-6802		TRADE VENDOR	N				\$2,500.00	
WIRELESS COMMUNICATIONS INC	1525 W HARRIS BLVD	CHARLOTTE	NC	28262		TRADE VENDOR	N				\$3,921.72	
								<b>Total:</b>				<b>\$2,180,761.67</b>

In re: **RG Steel Railroad Holding, LLC**

Case No. **12-11667 (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.

<p style="text-align: center;">NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT</p>	<p style="text-align: center;">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</p>
<p>NONE</p>	

In re: **RG Steel Railroad Holding, LLC**

**Case No. 12-11667 (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 Railroad Holding, LLC

Case No. 12-11667

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
METAL CENTERS LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	GENERAL ELECTRIC CAPITAL CORPORATION	C/O OTTERBOURG, STEINDLER, HOUSTON & ROSEN, P.C. 230 PARK AVENUE		NEW YORK	NY	10169
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
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
RG STEEL SPARROWS POINT, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	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



In Re: RG Steel Railroad Holding, LLC

Case No. 12-11667

Schedule H  
Codebtors

Name of codebtor	Address 1	City	State	Zip	Name of creditor	Address 1	Address 2	City	State	Zip
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
RG STEEL WARREN, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	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
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
RG STEEL WHEELING STEEL GROUP, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	GENERAL ELECTRIC CAPITAL CORPORATION	C/O OTTERBOURG, STEINDLER, HOUSTON & ROSEN, P.C. 230 PARK AVENUE		NEW YORK	NY	10169
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

In Re: RG Steel Railroad Holding, LLC

Case No. 12-11667

Schedule H  
Codebtors

Name of codebtor	Address 1	City	State	Zip	Name of creditor	Address 1	Address 2	City	State	Zip
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
RG STEEL WHEELING, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	GENERAL ELECTRIC CAPITAL CORPORATION	C/O OTTERBOURG, STEINDLER, HOUSTON & ROSEN, P.C. 230 PARK AVENUE		NEW YORK	NY	10169
RG STEEL, 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, 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, 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, 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, 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, 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
RG STEEL, LLC	1430 SPARROWS POINT BOULEVARD	SPARROWS POINT	MD	21219	GENERAL ELECTRIC CAPITAL CORPORATION	C/O OTTERBOURG, STEINDLER, HOUSTON & ROSEN, P.C. 230 PARK AVENUE		NEW YORK	NY	10169
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 Railroad Holding, LLC

Case No. 12-11667

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		NEW YORK	NY	10169
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 Railroad Holding, LLC**

**Case No. 12-11667 (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 44 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**