

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

FILED
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CLERK
US BANKRUPTCY COURT
DISTRICT OF DELAWARE

IN RE: CHAPTER 11
ALLIED NEVADA CASE No. 15-10503(MFW)
GOLD CORP,et al.,¹ Jointly Administered
DEBTORS Re: Docket Nos.249,133,223,554,606

**MOTION FOR RECONSIDERATION OF THE OVERRULING OF BRIAN
TUTTLE'S OBJECTION TO THE SALE OF DEBTORS' EXPLORATION
PROPERTIES AND RELATED ASSETS**

COMES NOW, party of interest: Brian Tuttle² pro se, moves this Honorable Court for a Re-Hearing on the sale of Debtors' Exploration Properties and related assets; or in the alternative: a Re-Hearing on Bidding Procedures and Bid Protection related to the Stalking Horse Purchase Agreement entered into by Debtors and Clover Nevada LLC, and as grounds states the following:

¹ The Debtors("Debtors") in these cases, along with the last 4 digits of each Debtor's federal tax identification number, are: Allied Nevada Gold Corp.(7115); Allied Nevada Gold Corp Holdings LLC (7115); Allied VGH Inc. (3601); Allied VNC Inc. (3291); ANG Central LLC (7115); ANG Cortez LLC (7115); ANG Eureka LLC(7115); ANG North LLC (7115); ANG Northeast LLC (7115); ANG Pony LLC (7115); Hasbrouck Production Company LLC (3601); Hycroft Resources and Development, Inc. (1989); Victory Exploration Inc.(8144); and Victory Gold Inc.(8139). The corporate headquarters for each of the following are located at, and the mailing address for each of the following of each of the above debtors, except Hycroft Resources & Development, Inc., is 9790 Gateway Drive, Suite 200, Reno, Nevada 89521. The mailing address for Hycroft Resources & Development, Inc. is P.O. Box 3030, Winnemucca, NV 89446.

BACKGROUND

1. Allied Nevada Gold Corp (Debtors) is a publicly traded “US-based gold mining and exploration company”. On 3/9/2015, Debtors voluntarily filed a pre-packaged Bankruptcy under Chapter 11 of the United States Bankruptcy Code.
2. On September 11th 2013, Dundee Securities and Sprott Private Wealth purchased 36 million shares, from ATNA Resources making Sprott a substantial shareholder in ATNA Resources.
3. In November 2014, Clover Nevada was incorporated LLC. According to documents filed by Clover Nevada, with the Nevada Secretary of State, Clover Nevada has 2 managing members (see Exhibit 1: Clover Nevada LLC):

ATNA RESOURCES INC.

ELKO MINING GROUP LLC

² Party of interest Brian Tuttle’s Pleadings in this case are being filed in Propria Persona, wherein pleadings are to be considered without regard to technicalities. Propria are not to be held to the same high perfection as practicing lawyer.

4. On November 26th 2014, ATNA announced the sale of its reward Gold Mine and the Clover Exploration Property in Elko County, Nevada (collectively), by way of a US 10 million dollar share purchase agreement with Waterton Nevada Splitter LLC.

5. As recently as 2014, Debtors' independent director Murray Sinclair Jr. was chairman of the board for Sprott Asset Management. Murray Sinclair Jr. currently serves on the Board of Directors of Dundee Securities³.

6. On 1/12/2015, Sprott Asset Management purchased another 35,844,758 shares of ATNA resources.

7. On 3/31/2015, Debtors Motioned This Court for Orders authorizing the selling of Debtors' Exploration Properties and Related Assets and approving of Bidding Procedures and Bid Protection (see docket 133).

8. On 4/24/2015, this Honorable Court entered an Order authorizing the Selling of Debtors' entry into the Stalking Horse Purchase Agreement for the sale of the selling Debtors' Exploration Properties and Related Assets, approving Bidding Procedures and Bid Protection; and scheduling a Hearing to consider the approval of the sale of assets (see docket entry 249). In the Order, The Court

³ Dundee Securities underwrote Debtors' 2013 public offering in which resulted in a pending class action lawsuit in Canada. Dundee Securities have also objected to Debtors' Disclosure Statement

approved the Bidding Procedures and Bid Protection while reserving on the Equity Committee's objection related to the production of documents.

9. On May 18th, 2015 Brian Tuttle served Debtors REQUEST TO PRODUCE requesting, amongst other things:

“Copies of the “over twenty-five potential purchasers signed non disclosure agreements” referenced in “ DEBTORS’ MOTION FOR ORDERS (I)(A) AUTHORIZING SELLING DEBTORS’ ENTRY INTO THE STALKING HORSE PURCHASE AGREEMENT FOR THE SALE OF THE SELLING DEBTORS’ EXPLORATION PROPERTIES AND RELATED ASSETS”

“Copies of any non disclosure agreements signed by potential purchasers of any of DEBTORS’ Assets in the past 3 years, including but not limited to: any person, corporation or any other entity DEBTORS solicited by Debtors.”

“Any and all documents, including but not limited to emails or transcripts, referencing the potential sale of any of DEBTORS’ mining operations or exploratory properties and/or related assets.”

“Transcripts of the minutes for any meeting, in the past year, attended by any member of Debtors’ management team, that involved discussions related to Debtors’ business operations.”

10. On June 1st, 2015 Brian Tuttle filed and served MOTION TO STOP THE SALE OF DEBTORS’ EXPLORATION PROPERTIES AND RELATED ASSETS asserting amongst other things:

“Due to the confidential nature arising from the alleged Non Disclosure Agreements, it is not known if other potential bidders received the same level of access to information regarding the mapping and drilling of the Exploratory Properties...”

The recent the removal of references to Debtors’ Ceo’s, Randy Buffington former employer Barrick Gold from the Waterton Global company website further raises suspicions as to the recent incorporation of Clover Nevada...

The party of interests position is that the sale should not be cleared by The Court, until the Debtors as well as the Stalking Horse Bidder can provide evidence that confirms: there were no bad faith negotiations, collusion or agreements entered into that do not include arms length transactions; and that all potential bidders were solicited...

The Court should not take the Debtors, or their financial advisor, simply by their word that proposed sale meets the criteria required by the Bankruptcy Code...

The party of interest contends the Stalking Horse Bidder has been given an unfair advantage in the negotiations, sale of the estate's assets and bid protections. The Debtors have failed to prove that the fiduciary duty to protect and maximize the estate's assets by obtaining the highest price or greatest overall benefit of the estate was not breached...

The bid protections coupled with the secrecy surrounding potential bidder's ability to ascertain value and the business relationships Clover Nevada was borne, inhibits the estate from maximizing value from the proposed sale of assets. Debtors cannot engage in a sale outside the course of ordinary business in a transaction that no reasonable party could realistically believe was done either in good faith or at "arm's length"...

Recent operating reports indicate, in the absence of having to post collateral for off sheet CDS, the Debtors have a positive cash flow. The timing of the sale of properties also brings into question the need for the off balance sheets CDS, DIP financing, previous sale of properties, and potential fraudulent conveyance in the Debtors recent financial disclosures; including the write down of 600 million dollars in shareholder Equity. It is

for the above stated reasons any sale of assets must come under scrutiny by The Us Trustee and this Honorable Court.”

11. On June 1st, 2015 Brian Tuttle served Debtors SUPPLEMENATL-REQUEST TO PRODUCE, requesting, amongst other things:

“Any and all documents including but not limited to, records, statements, emails, notes or any other communication stored on any written instrument digital or otherwise, referencing Credit Default Swaps Debtors’ entered into in the past 5 years.”

“All drilling logs, computerized models and drill results, pertaining to any property Debtors’ own or have owned in the past 25 years.”

“All written information or communications pertaining to any of Debtors’ property including but not limited to the sale or purchase thereof any property Debtors’ have purchased or sold in the past 25 years.”

“Copies of any non disclosure agreement, signed or unsigned, offered to any person, entity or institution, including but not limited to “financial advisors”, Debtors’ sought to hire to assist with the financial duties of any and all of Debtors’ businesses Debtors’ operations.”

“Any and all documents including but not limited to, records, statements, emails, notes or any other communication stored on any written instrument digital or otherwise referencing any person, entity or institution, including but not limited to “financial advisors”, Debtors’ sought to hire to assist with the financial duties of any and all of Debtors’ businesses Debtors’ operations.”

12. On June 1st, 2015 Brian Tuttle served Debtors a PROPOSED-ORDER BARRING THE SALE OF DEBTORS’ EXPLORATION PROPERTIES AND RELATED ASSETS requesting an Order that barred from the sale of Debtors’ Exploration Properties and Related Assets until the following disputes were resolved including:

a. Any controversy arising from disputed Discovery Requests, made by any party of interest in the above styled matters, related to the Stalking Horse Purchase Agreement are settled;

b. Any and all Investigations, by the party of interest, related to the negotiations preceding the Stalking Horse Purchase Agreement is completed;

c. *A competent person or entity is employed, to solicit and negotiate the best possible value for Debtors' stakeholders in the sale of Debtors' Exploration Properties.*

13. On June 11th 2015, The Official Committee of Equity Security Holders filed:

OBJECTION OF THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS TO DEBTORS' MOTION FOR ORDERS (I)(A) AUTHORIZING SELLING OF DEBTORS' ENTRY INTO THE STALKING HORSE PURCHASE AGREEMENT FOR THE SALE OF THE SELLING DEBTORS' EXPLORATION PROPERTIES AND RELATED ASSETS, (B) APPROVING BIDDING PROCEDURES AND BID PROTECTIONS, (C) SCHEDULING A HEARING TO CONSIDER APPROVAL OF THE SALE OF ASSETS, (D) APPROVING FORM AND MANNER OF NOTICE OF SALE, AND (E) GRANTING RELIEF REQUESTED; AND (II) (A) AUTHORIZING AND APPROVING THE SALE OF THE SELLING DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTEREST AND ENCUMBRANCES, (B) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES, AND (C) GRANTING RELIEF REQUESTED (RELATED DOCUMENTS 133 FILED BY OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS(see docket 554).

14. On June 18th, This Honorable Court heard oral arguments on Mr. Tuttle's MOTION TO STOP THE SALE OF DEBTORS' EXPLORATION PROPERTIES AND RELATED ASSETS.

15. At the above referenced Hearing, the testimony of Stephen Jones (Debtors' chief financial officer) and Barak Klein (financial advisor to Debtors) was taken⁴. At the Hearing the Debtors' did not rely on any expert witness to testify to the evaluation of the assets set to be sold, or the financial impact the sale of Debtors' Exploration Properties would have on the company's business.

Mr. Jones testimony was limited due to The Court sustaining several of Debtors' counsel's objections. Due to the sustaining of Debtors' Objections Mr. Tuttle was unable to lay the background needed that would have allowed for the admission of facts relevant to the Proceedings. Additionally, the limited facts that Stephen Jones did offer, were plagued with inconsistencies and misrepresentations from a CFO that had problems remembering important details. Barak Klein's testimony was also limited, as he was not called to testify as an expert witness either and admitted he has yet to finish an evaluation of Debtors' assets.

16. At the June 18th Hearing, Mr. Tuttle argued the sale should not be approved till all parties were afforded the opportunity to discover relevant information regarding the sale of Debtors' Exploration Properties.

17. On June 18th 2015, This Court entered an Order approving the sale of the selling Debtors' Exploration Properties and Related Assets(see docket 606). The Court found that Mr. Tuttle, had the opportunity but failed to perform the "due diligence" required to investigate the Sale of the Exploration Properties.

18. On 6/19/2015 Marketwired published an article entitled : "Allied Nevada Announces the Sale of Its Exploration Properties to a subsidiary of Waterton Precious Metals Fund II Cayman, LP stating:

"Allied Nevada Gold Corp...announces the United States Bankruptcy Court for the District of Delaware has approved the sale of Allied Nevada's exploration properties and related assets...to Clover Nevada LLC a wholly-owned subsidiary of Waterton Precious Metals Fund II Cayman LP ("Waterton").

19. To date, Debtors' have not responded to Mr. Tuttle's Supplemental Request to Produce and the only response received to prior discovery requests are inappropriate objections and/or unwarranted stipulations. The party of interest contends the Debtors' stonewalling of discovery requests impacted his ability to conduct a proper investigation into, amongst other things: the negotiations, sale, and value of the Debtors' Exploration Properties and Related Assets and the effects such a sale will have on the Debtors' estate. In the Debtors response to Mr. Tuttle's request to produce Debtors raised just about every objection in the bankruptcy

code and even asserted that some of the information Mr. Tuttle requested was subject to several privileges but failed to provide a privilege log.

ARGUMENTS FOR RECONSIDERATION

20. Party of Interest, Brian Tuttle alleges all facts and arguments raised in *OBJECTION OF THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS TO DEBTORS' MOTION FOR ORDERS (I)(A) AUTHORIZING SELLING OF DEBTORS' ENTRY INTO THE STALKING HORSE PURCHASE AGREEMENT FOR THE SALE OF THE SELLING DEBTORS' EXPLORATION PROPERTIES AND RELATED ASSETS, (B) APPROVING BIDDING PROCEDURES AND BID PROTECTIONS, (C) SCHEDULING A HEARING TO CONSIDER APPROVAL OF THE SALE OF ASSETS, (D) APPROVING FORM AND MANNER OF NOTICE OF SALE, AND (E) GRANTING RELIEF REQUESTED; AND (II) (A) AUTHORIZING AND APPROVING THE SALE OF THE SELLING DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTEREST AND ENCUMBRANCES, (B) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES, AND (C) GRANTING RELIEF REQUESTED (RELATED DOCUMENTS 133 FILED BY OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS(see docket 554); and asks this Court consider them in respect to this Motion⁵.*

⁵ In the interest of due process, the facts and arguments raised by the Official Committee of Equity Security Holders should now be considered as being alleged by Brian Tuttle, for not only the purpose of this Motion, but any subsequent Motions, Appeal or any other pleadings in either the above referenced case or any yet to be filed, by either Mr. Tuttle himself, or by a representative on Mr. Tuttle's behalf.

21. In this Court's Order authorizing the Debtors' entry into the Stalking Horse Purchase Agreement for the sale of the selling Debtors' Exploration Properties and Related Assets(see docket entry 249), This Court reserved on Objections of the Equity Committee that cited similar stonewalling tactics of the Debtors that inhibited the Committee's ability to discover crucial information.

As a constituent of the Equity Committee, the reservation of rights to object to the bidding procedures this Court recognized should be extended to Mr. Tuttle. Mr. Tuttle contends as part of the Equity Class this Court's reservations falls under the umbrella of any member of the Equity class requesting discovery

22. This Court's findings that: Mr. Tuttle had an opportunity, but failed to perform "due diligence" to discover evidence related to the Debtors' Motion departed from the essential requirements of law. The Court overlooked the fact the Debtors have yet to serve a response to Mr. Tuttle's Supplemental Request to Produce. As a party of interest, the bankruptcy code allows for Mr. Tuttle to obtain discovery within the scope of information that may lead to admissible evidence; but also gives parties a time period in which they have to respond. Mr. Tuttle had to allow the Debtors an opportunity to respond to his requests before filing any Motion to Compel. In accordance with the Bankruptcy code, Mr. Tuttle did everything he possible could to obtain the discovery requested.

23. Mr. Tuttle was not afforded the opportunity to obtain potentially admissible evidence regarding, amongst other things: the value of the properties set to be sold or the Debtors' Board of Directors business relationships with the stalking horse bidder and any influence the value or relationships had on influencing prior negotiations that may have spawned the incorporation of Clover Nevada; which is now being publicly referenced by the Debtors' as wholly-owned subsidiary of Waterton Precious Metals Fund II Cayman LP.

WHEREFORE, party of interest, Brian Tuttle respectfully requests this Court Reconsider the June 18th 2015 Order allowing the proposed sale of Debtors' Exploration Properties.

CERTIFICATE OF SERVICE

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DISTRICT OF DELAWARE

I HEREBY CERTIFY that a true and correct copy of the foregoing has been furnished by email to the following ~~on~~ the 25 day of June, 2015

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