

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
REPUBLIC METALS REFINING)	
CORPORATION, <i>et al.</i> , ¹)	Case No. 18-13359 (shl)
)	
Debtors.)	(Jointly Administered)

**ORDER GRANTING (I) DEBTORS' MOTION TO SELL PROPERTY OF THE ESTATE
FREE AND CLEAR OF ALL LIENS, CLAIMS, AND ENCUMBRANCES
PURSUANT TO 11 U.S.C. § 363 AND (II) AUTHORITY TO SETTLE AND
COMPROMISE PURSUANT TO RULE 9019
(PREPAID PRODUCT ORDERS)**

Upon the motion of Republic Metals Refining Corporation, *et al.*, as debtors and debtors-in-possession (collectively, the "Debtors"), in the above-captioned chapter 11 cases, for entry of an Order Granting the Debtors' Motion to Sell Property of the Estate Free and Clear of All Liens, Claims, and Encumbrances Pursuant to 11 U.S.C. § 363 [**ECF No. 219**]; and upon the Debtors' Supplement to Motion to Sell Property of the Estate Free and Clear of All Liens, Claims, Rights, Interests and Encumbrances Pursuant to 11 U.S.C. § 363 to Include Authority to Settle Compromises Pursuant to Rule 9019 and Request for Emergency Consideration [**ECF No. 286**] (ECF No. 219 & 286, collectively, the "Motion")²; and the Court, finding that good, adequate, and sufficient cause has been shown to justify entry of the Order; and it appearing that the relief

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Republic Metals Refining Corporation, 15 West 47th Street, Suites 206 and 209, New York, NY 10036 (3194), Republic Metals Corporation, 12900 NW 38th Avenue, Miami, FL 33054 (4378), Republic Carbon Company, LLC, 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833), Republic High Tech Metals, LLC, 13001 NW 38 Avenue, Miami, FL 33054 (6102), RMC Diamonds, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (1507), RMC2, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (4696), J & L Republic LLC, 12900 NW 38th Avenue, Miami, FL 33054 (7604); R & R Metals, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (7848), Republic Metals Trading (Shanghai) Co., Ltd., 276 Ningbo Road, Huangpu District, Shanghai, P.R. 200001 China (1639), and Republic Trans Mexico Metals, S.R.L., Francisco I. Madero No. 55 Piso 5, Local 409, Centro Joyero Edificio Central, Delegación Cuauhtémoc, Mexico DF 6000 (2942).

² Unless otherwise noted, defined terms from the Motion are incorporated by reference herein.

requested is in the best interests of the Debtors' estates, its creditors, and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. § 1408 and 1409; and the Court having reviewed the Motion and exhibits annexed thereto; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and upon the record herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED:

1. The Motion is **GRANTED**, to the extent set forth herein.
2. The Debtors are not authorized to sell the following "Packaged Product" inventory,

identified on Exhibit B to the Motion by Customer name:

- a. APMEX
- b. Bayside Metal Exchange
- c. Mid-States
- d. MK Management
- e. My Gold Limited
- f. NCF
- g. Prince & Izant
- h. Texas Precious Metals
- i. Cornerstone Capital
- j. GMR Gold
- k. Scotsman Coin.

3. The Debtors are not authorized to sell the following Additional Inventory, as

identified on Exhibit C to the Motion:

	<u>Item</u>	<u>Approx. Value</u>	<u>Ounces</u>
a.	AG 1 OZ .9999 APMEX/RMC RND	\$7,448.04	506
b.	AG 1 OZ DOVE RND	\$64,033.98	3,795
c.	AG 1 OZ JERUSALEM RND	\$81,038.98	4,795
d.	AG 1 OZ MY GOLD STAG RND	\$15,260.00	1,000
e.	AG 10 OZ .9999 APMEX/RMC BAR	\$97,246.50	6,500
f.	AG 100 OZ .9999 APMEX/RMC BAR	\$221,175.00	15,000
g.	AG KILO MYGOLD STAG BAR	\$2,422.21	161

h.	AU 1 OZ APMEX BAR	\$121,502.50	100
i.	AU 1 OZ TEXAS PREC. METALS BAR	\$123,270.00	100

4. The Debtors are authorized to sell all other Packaged Product and Additional Inventory identified on Exhibit B and Exhibit C to the Motion, free and clear of all liens, claims, encumbrances and interests of entities other than the estate pursuant to 11 U.S.C. § 363(f), to include any interest in the Prepaid Product of an entity other than the estates, in such manner as Scott Avila, as Chief Restructuring Officer of the Debtors, deems appropriate in his business judgment to maximize value for the estate.

5. Any existing liens, claims, interests and encumbrances, of any nature, shall attach to the proceeds of the sales approved by this Order (the "Sale Proceeds") to the same extent, and in the order and priority in which they existed as of the November 2, 2018 Petition Date. The Debtors shall deposit the Sale Proceeds into a separate debtor in possession account, with any further distributions from such account subject to further order of this Court.

6. Subject to the next decretal paragraph, the Debtors are authorized to settle claims asserted by Customers to ownership of Packaged Products, upon prior approval of the Debtors' Senior Secured Lenders and the Committee, in accordance with the Motion and the terms of the Prepaid Product Settlement Agreement. The Debtors shall be under no obligation to settle any Customer claims to ownership of Packaged Products, nor shall the Senior Secured Lenders or Committee be required to approve any such proposed settlement.

7. With respect to APMEX, Bayside Metal Exchange, CMI Gold & Silver Inc and Prince & Izant, for any settlement, the Debtors must give notice of the settlement by filing a summary of the proposed settlement on the Court's docket, with service on creditors and parties in interest identified on the Master Service List maintained by the official claims agent for these Bankruptcy Cases. Parties in interest will have seven (7) days to file written objections to any

proposed settlement. If an objection is timely filed, the Court will set the matter for hearing. If no objection is timely filed, the settlement will be deemed approved without any further action of this Court.

8. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
January 4, 2019

/s/ Sean H. Lane
UNITED STATES BANKRUPTCY JUDGE