

**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 AUTHORIZING DEBTORS TO PAY CERTAIN DISCRETIONARY
EMPLOYEE BONUSES PURSUANT TO 11 U.S.C. §§ 105 AND 363**

Upon the emergency motion (the "Motion") [ECF No. 276] of Republic Metals Refining Corporation and its debtor affiliates (collectively, the "Debtors"), as debtors and debtors in possession in the above-captioned chapter 11 cases (the "Chapter 11 Cases" or "Cases"), for entry of an Order authorizing, but not directing, the Debtors to maintain their Discretionary Employee Incentive Programs; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and the Objection (the "Objection") [ECF No. 417] filed by Fundacion Rafael Donde, I.A.P. ("Donde"); and this proceeding being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that notice of the Motion as set forth therein is sufficient under the circumstances, and that no other or further notice need be provided; and it further appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, creditors, and other parties-in-interest; and upon the representations and agreement of

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).

counsel to the Debtors and counsel to Donde at the hearing on January 23, 2019 (the "Hearing"); and after due deliberation and cause appearing;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Objection has been resolved consensually as represented by the parties at the Hearing and as set forth herein.
3. The Debtors are authorized, but not directed, to maintain their Discretionary Employee Incentive Programs in the ordinary course of the Debtors' businesses, and to pay all bonuses associated therein.
4. Any payment made (or to be made) by the Debtors pursuant to the authority granted herein shall be subject to any order approving the Debtors' use of cash collateral, the documentation in respect of such use of cash collateral, and the budget governing any such use of cash collateral.
5. To the extent the Debtors determine to pay any bonuses associated with the Discretionary Employee Incentive Programs for bonuses accruing on or after March 1, 2019, the Debtors shall file a notice of their intent to pay the same with the Court, and provide interested parties 7 days to object to such payments. If any objections are filed and the Debtors and the objecting party are unable to resolve the objection, the parties shall present the objection to the Court for resolution.
6. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
7. The requirements of Bankruptcy Rule 6004(a) are waived.

8. The Debtors are hereby authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

9. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation and/or interpretation of this Order.

Dated: New York, New York
January 28, 2019

/s/ Sean H. Lane
United States Bankruptcy Judge