

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

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

**ORDER PURSUANT TO 11 U.S.C. §§ 327(a), 330 AND 331 AND  
RULES 2014 AND 2016 OF THE FEDERAL RULES OF  
BANKRUPTCY PROCEDURE AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF DONLIN, RECANO & COMPANY, INC.,  
AS ADMINISTRATIVE AGENT FOR THE DEBTORS,  
NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “Section 327 Application”)<sup>2</sup> of Republic Metals Refining Corporation, Republic Metals Corporation, Republic Carbon Company, LLC, Republic High Tech Metals, LLC, RMC Diamonds, LLC, RMC2, LLC, J & L Republic LLC, R & R Metals, LLC, Republic Metals Trading (Shanghai) Co., Ltd., Republic Trans Mexico Metals, S.R.L., Debtors and Debtors in possession (the “Debtors”) for entry of an order (the “Order”) under sections 327(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2014(a) and 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) authorizing the retention and employment of Donlin, Recano & Company, Inc. (“Donlin Recano”) as administrative agent in the Debtors' chapter 11 cases, effective *nunc pro tunc* to the Petition Date

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<sup>1</sup> 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).

<sup>2</sup> Capitalized terms used, but not otherwise defined, herein shall have those meanings ascribed to them in the Section 327 Application.

pursuant to the terms set forth in the Engagement Agreement, all as described more fully in the Section 327 Application; and the Court having jurisdiction to consider the Section 327 Application; 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 notice of the Section 327 Application having been given to the notice parties as provided in the Section 327 Application, such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and upon the declaration of Roland Tomforde, annexed to the Section 327 Application as Exhibit C, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Section 327 Application and granted herein is in the best interests of the Debtors, their estates, creditors, and all other parties in interest, and that the legal and factual bases set forth in the Section 327 Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Section 327 Application is GRANTED to the extent set forth herein.
2. The Debtors are authorized to employ and retain Donlin Recano as their Administrative Agent, effective *nunc pro tunc* to the Petition Date on the terms set forth in the Section 327 Application, the Engagement Agreement and this Order. Donlin Recano is authorized to provide the administrative services described in the Section 327 Application and set forth in the Engagement Agreement.
3. The terms of the Engagement Agreement, including without limitation, the fee provisions, are reasonable terms and conditions of employment and are approved.

4. With respect to services to be provided as Administrative Agent for the Debtors, Donlin Recano shall apply to the Court for allowances of compensation and reimbursement of out-of-pocket expenses incurred in these cases after the filing of the petition in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Fee Guidelines, and any orders entered in these cases governing professional compensation and reimbursement for services rendered and charges and disbursements incurred.

5. The Debtors and Donlin Recano are authorized and empowered to take all actions necessary to implement the relief granted pursuant to this Order in accordance with the Section 327 Application.

6. In the event of any inconsistency between the Section 327 Application, the Engagement Agreement, and this Order, this Order shall govern.

7. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall be immediately effective and enforceable upon its entry.

8. Notwithstanding any term in the Engagement Agreement to the contrary, this Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation, and/or enforcement of this Order.

Dated: January 28, 2019  
New York, New York

/s/ Sean H. Lane  
HONORABLE SEAN H. LANE  
UNITED STATES BANKRUPTCY JUDGE