

**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 APPROVING AMENDED THIRD OMNIBUS MOTION FOR APPROVAL OF
SETTLEMENTS WITH CUSTOMERS PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 9019**

Upon the motion (the “Motion”)² [Doc. No. 692] of the Republic Metals Refining Corporation (“RMC”) 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 approving the Settlement Terms by and among the Debtor RMC and each of USGB LLC, Israel Coins and Medals Corp. Ltd., Bayside Metal Exchange, Vancouver Gold Buyer, Prince & Izant, Inc. and APMEX, Inc. pursuant to Federal Rule of Bankruptcy Procedure 9019 (the “Bankruptcy Rules”); and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this proceeding being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having reviewed the Motion, the Declaration of Scott Avila in support of the Motion [Doc. No. 847]; and the Objection by Mitchell Levine, Erie Management Partners, LLC and Plat/Co. (the “Objection”) [Doc. No. 800] having been resolved; and it appearing that notice of the Motion as set forth therein is sufficient

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 All capitalized terms not defined herein shall have the definitions set forth in the Motion.

under the circumstances, and that no other or further notice need be provided; and upon the record herein, including the representation of counsel for the Debtors at the hearing on March 21, 2019; 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 the Court having determined that the proposed Settlement Terms for each Customer as set forth and defined in the Motion fall above the lowest point in the range of reasonableness; and upon all of the proceedings had before the Court; and after due deliberation and cause appearing;

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. Pursuant to Bankruptcy Rule 9019 and 11 U.S.C. § 105(a), the Settlement Terms are approved and are fully enforceable in all respects.
3. The Settlement Terms for each Customer as set forth in the Motion are incorporated in this Order.
4. The Debtors, USGB LLC, Israel Coins and Medals Corp. Ltd., Bayside Metal Exchange, Vancouver Gold Buyer, Prince & Izant Co., and APMEX, Inc. shall comply with all terms of the approved Settlement Terms.
5. Notwithstanding the possible applicability of Bankruptcy Rules 6004(a) and 6004(h) or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry, and the requirements of Bankruptcy Rules 6004(a) and 6004(h) are hereby waived.
6. Notwithstanding anything to the contrary set forth in the Motion, the obligation of Vancouver to pick up its share of the materials shall be adjusted to a date that is after the entry of this Order and mutually agreeable to the parties.

7. APMEX, Inc. and Prince & Izant Co. shall not be required to file a proof of claim for their allowed general unsecured claim. The Debtors shall instruct their claims agent Donlin Recano & Company, Inc. to enter the allowed claims for APMEX, Inc. and Prince & Izant Co. in the claims database.

8. The sale of any assets remaining with the Debtors shall be conducted pursuant to the *Order Granting Debtors' Amended Motion to Sell Remaining Assets of the Estate Free and Clear of All Liens, Claims, Rights, Title, Interest, and Encumbrances Pursuant to 11 U.S.C. §363* [Doc. No. 706].

9. The Debtors shall deposit settlement proceeds into a segregated debtor in possession account pursuant to prior Court Orders, with any existing liens, claims, rights, title, interests and encumbrances, of any nature (and including any offset rights) to attach to the Proceeds to the same extent, and in the order and priority in which they existed as of the Petition Date.

10. The Debtors, USGB LLC, Israel Coins and Medals Corp. Ltd., Bayside Metal Exchange, Vancouver Gold Buyer, Prince & Izant Co., and APMEX, Inc. are hereby authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the Settlement Terms and the terms of this Order.

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

12. This Order shall be effective immediately upon entry by the Court.

Dated: New York, New York
March 29, 2019

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