



Stuart Benson, Mitchell Lowe, Muralikrishna Gadiyaram, Parthasarathy Krishnan, Prathap Singh, Gavriel Ralbag, Carl Schramm, Christopher Kelly, Maria Stipp and Joseph Fried (the “**D&Os**”), all former directors and officers of Helios and/or MoviePass, as set forth in the Settlement Agreement (the “**Settlement Agreement**”) among the Trustee and the D&Os attached to the Motion as **Exhibit A**; and (II) pursuant to section 328(a) of the Bankruptcy Code, approving and awarding the payment of certain fees and disbursements to the Trustee’s Special Counsel, Reid, Collins & Tsai LLP (“**Reid Collins**”), and a hearing having been held on before the Honorable Stuart M. Bernstein, United States Bankruptcy Judge for the Southern District of New York, and proper notice of the Motion (including the Notice of Hearing form) having been given, and no objections having been received, and sufficient cause having been shown; it is now, hereby

**ORDERED** that the Settlement Agreement **is reasonable, is approved and the Trustee is authorized to take the steps reasonably necessary to consummate the settlement; and it is further** ~~was the product of arms length negotiations among the Trustee, D&Os and Insurers;~~

~~**ORDERED** that the Settlement Agreement is reasonable and in good faith and approved all respects; and it is further~~ **[SMB: 11/23/20]**

**ORDERED** that the automatic stay of Section 362(a) of the Bankruptcy Code (if and to the extent applicable) is modified pursuant to section 105 and section 362(b) of the Bankruptcy Code to permit the Insurers and Insured Persons to use the proceeds of the Policies to make the Settlement Payment (as defined in the Settlement Agreement); and it is further

**ORDERED** that the Settlement Payment shall be allocated 50% to Helios and 50% to MoviePass; and it is further

**ORDERED** than upon the consent of the Trustee, the Insurers, and the D&Os, the defined term “Trustee Released Parties” in the Settlement Agreement is hereby clarified to delete the word

“insurers” and add the underlined phrase as follows: “the Trustee, the Debtors, the Debtors’ estates, and their respective executors, beneficiaries, heirs, assigns, ~~insurers~~ the Insurers (solely for amounts paid by the Insurers in relation to the Settlement Agreement and the reimbursement of legal fees related thereto), reinsurers, creditors, administrators, representatives, attorneys and agents (collectively, the “**Trustee Released Parties**”)”; and it is further

**ORDERED** that upon receipt by the Trustee of the Settlement Payment, the Trustee waives and releases claims of Debtors and their estates to the D&O Policies (as defined in the Order of the Bankruptcy Court at Docket Number 79 filed in the Bankruptcy Cases) or any proceeds therefrom (other than the Settlement Payment) and the automatic stay of Section 362(a) of the Bankruptcy Code (if and to the extent applicable) is modified pursuant to section 105 and section 362(b) of the Bankruptcy Code to allow the D&Os and the Insurers to further exercise all their respective rights and obligations under the D&O Policies without further order of the Bankruptcy Court; and it is further;

**ORDERED** that upon receipt by the Trustee of the Settlement Payment, the reporting requirements established by the Order of the Bankruptcy Court at Docket Number 79 filed in the Bankruptcy Cases are discontinued; and it is further

~~**ORDERED** that all collateral attacks on the reasonableness and/or validity of the Settlement Agreement and/or the Settlement Payment thereunder are barred; and it is further~~  
**[SMB: 11/23/20]**

**ORDERED** that pursuant to the terms of the Engagement Letter, Reid Collins’ **is directed to submit a proposed order and accompanying schedules approving and authorizing the Trustee to pay fees from the settlement proceeds** in the amount of **\$4,200,000.00** and expenses in the amount of **\$7,548.44**; ~~approved, as set forth on the Schedules attached hereto~~; and it is further

[SMB: 11/23/20]

~~ORDERED~~ that after the Settlement Payment, as defined in the Settlement Agreement, has been made and completed, and such funds becoming good and readily available, Reid Collins shall be paid from the settlement proceeds the amounts of ~~\$4,200,000.00~~ in fees and ~~\$7,548.44~~ in expenses; and it is further [SMB: 11/23/20]

~~ORDERED~~ that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order; and it is further

~~ORDERED~~, that the Trustee be, and hereby is authorized to take such steps, expend such funds, and do such things, as is necessary to implement the terms and conditions of this Order.

Dated: New York, New York  
November 23, 2020

/s/ *Stuart M. Bernstein*  
STUART M. BERNSTEIN  
United States Bankruptcy Judge