

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

)	
In re:	)	Chapter 11
)	
VER TECHNOLOGIES HOLDCO LLC, , <i>et al.</i> , ¹	)	Case No. 18-10834 (____)
)	
Debtors.	)	(Joint Administration Requested)
)	

**DEBTORS’ MOTION SEEKING ENTRY OF AN ORDER
(I) RESTATING AND ENFORCING THE WORLDWIDE
AUTOMATIC STAY, ANTI-DISCRIMINATION PROVISIONS,
AND *IPSO FACTO* PROTECTIONS OF THE BANKRUPTCY CODE,
(II) PERMITTING THE DEBTORS TO MODIFY THE AUTOMATIC
STAY IN THEIR SOLE DISCRETION TO PROCEED WITH LITIGATION
OR CONTESTED MATTERS COMMENCED PREPETITION, (III) APPROVING
THE FORM AND MANNER OF NOTICE, AND (IV) GRANTING RELATED RELIEF**

VER Technologies HoldCo LLC and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”),² respectfully state the following in support of this motion:

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”): (a) restating and enforcing the worldwide automatic stay, anti-discrimination provisions, and *ipso facto* protections of the Bankruptcy Code (as defined herein) (collectively, the “Code Protections”); (b) modifying the automatic stay, to the extent the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: VER Technologies HoldCo LLC (7239); VER Technologies MidCo LLC (7482); VER Technologies LLC (7501); Full Throttle Films, LLC (0487); FFAST Leasing California, LLC (7857); Revolution Display, LLC (6711); VER Finco, LLC (5625); CPV Europe Investments LLC (2533); and Maxwell Bay Holdings LLC (3433). The location of the Debtors’ service address is: 757 West California Avenue, Building 4, Glendale, California 91203.

² A detailed description of the Debtors and their businesses, and the facts and circumstances supporting this motion and the Debtors’ chapter 11 cases, is set forth in greater detail in the *Declaration of Lawrence Young, Chief Restructuring Officer of VER Technologies HoldCo LLC, in Support of Debtors’ Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed contemporaneously herewith.



Debtors deem appropriate, in their sole discretion, to proceed with litigation or contested matters commenced before the Petition Date (as defined herein); (c) approving the form and manner of notice related thereto, substantially in the form attached as **Exhibit 1** to the Order (the “Notice”); and (d) granting related relief.

Jurisdiction and Venue

2. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are sections 105(a), 362, 365, and 525 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) and Bankruptcy Rules 6003 and 6004.

Background

5. The Debtors are one of the largest suppliers of rental production equipment and solutions in the world. Corporate, TV, cinema, live music, hotel, and sports clients rely on the Debtors for their expansive inventory of equipment, deep expertise, global reach, and culture of

service. The Debtors offer their clients three primary services: pure equipment rental, creation of equipment specified to the client's expectations through the use of internal support resources, and full-service consulting throughout the client's specific event or process. In addition, the Debtors provide custom LED installations for corporate clients, with displays designed to meet such clients' unique specifications. The Debtors and their affiliates operate in 31 locations in North America and four locations in Europe, from which they are able to provide service and support to most of the world.

6. As of the date hereof (the "Petition Date"), each of the Debtors filed a petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Concurrently with the filing of this motion, the Debtors have requested procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No party has requested the appointment of a trustee or examiner in these chapter 11 cases, and no committees have been appointed or designated.

The Debtors' Global Network

7. As described in the First Day Declaration, the Debtors have international operations and assets, including approximately 36 employees based in Canada. Additionally, in the ordinary course of business, the Debtors rely upon, and incur obligations to, suppliers of goods and services and other parties that are primarily (if not exclusively) based outside of the United States. Such creditors supply goods and perform services, including equipment, parts, repair services, transportation services, component part manufacturing, and a variety of other products and services integral to the Debtors' global operations. Further, the Debtors lease

vehicles and facilities throughout Europe, and creditors there could attempt to seize or place liens on such assets.

8. These goods and services are essential to the Debtors' operations. Without continued support from their non-U.S. suppliers, the Debtors would face severe interruptions to their daily operations. Concurrently herewith, the Debtors have filed the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Prepetition Claims of Certain Foreign Vendors, Shippers, Lien Claimants, and 503(b)(9) Claimants and (II) Granting Related Relief* (the "Foreign Vendor Motion"). Pursuant to the Foreign Vendor Motion, the Debtors seek authority to continue their business in the ordinary course and satisfy certain prepetition and postpetition claims of non-U.S. trade creditors as and when they come due. The Debtors anticipate that such relief will help deter parties from attempting to exercise remedies or take adverse action against the Debtors in non-U.S. jurisdictions on account of the commencement of these chapter 11 cases.

9. Non-U.S. creditors and contract counterparties operating in various jurisdictions may be unfamiliar with chapter 11 processes, including the scope of a debtor-in-possession's authority to operate its business, and the import of the automatic stay. As discussed in detail in the Foreign Vendor Motion, certain of the Debtors' non-U.S. creditors could attempt to assert liens against the Debtors' assets. These creditors—and others—may attempt to seize assets located outside of the United States or take other actions violating the automatic stay to the detriment of the Debtors, their estates, and other creditors.

10. Furthermore, the Debtors and their non-Debtor affiliates provide goods and services for customers that are often located outside of the United States. The Debtors owe certain of these customers prepetition and ongoing obligations, which such parties may attempt

to enforce in violation of the automatic stay. Additionally, upon the commencement of these chapter 11 cases, non-U.S. counterparties to certain leases and executory contracts could attempt to terminate such leases or contracts, including pursuant to *ipso facto* provisions in contravention of sections 362 and 365 of the Bankruptcy Code. Similarly, governmental units³ outside of the United States may deny, suspend, terminate, or otherwise place conditions upon certain licenses, permits, charters, franchises, or other similar grants held by a chapter 11 debtor and required for the Debtors' ongoing business operations, in violation of section 525 of the Bankruptcy Code.

11. The Debtors seek the relief requested herein out of an abundance of caution and to assist them in better informing parties outside of the United States of the broad protections offered by the Bankruptcy Code. For the avoidance of doubt, the Debtors do not seek to expand or enlarge the rights afforded to them under the Bankruptcy Code with this Motion. Instead, the Debtors seek to affirm those rights and believe that an order from this Court will help protect the Debtors against improper actions taken by, and provide clarity for, non-U.S. parties-in-interest, giving the Debtors the best chance to effectuate a successful reorganization.

I. Confirming the Protections of the Automatic Stay in Section 362 of the Bankruptcy Code.

12. As a result of the commencement of these chapter 11 cases, the automatic stay imposed pursuant to section 362 of the Bankruptcy Code generally enjoins all persons and governmental units from, among other things: (a) commencing or continuing any judicial, administrative, or other proceeding against any of the Debtors that was or could have been

³ The Bankruptcy Code defines "governmental unit" as the "United States; State; Commonwealth; District; Territory; municipality; foreign state; department, agency, or instrumentality of the United States (but not a United States trustee while serving as a trustee in a case under this title), a State, a Commonwealth, a District, a Territory, a municipality, or a foreign state; *or other foreign or domestic government.*" 11 U.S.C. § 101(27) (emphasis added). Thus, the protections of section 525(a) apply broadly to local, state, and foreign governmental units.

commenced prior to the Petition Date; (b) taking any action to collect, assess, recover, or otherwise enforce a claim against any of the Debtors that arose prepetition; and (c) acting to obtain possession of, or exercise control over, property of the Debtors' estates. See 11 U.S.C. § 362(a)(1), (3), (6).

13. The injunction contained in section 362 is a core protection for debtors, providing them with a “breathing spell from [their] creditors,” which, in combination with other provisions of the Bankruptcy Code, is essential to the Debtors' ability to reorganize successfully. *Borman v. Raymark Indus., Inc.*, 946 F.2d 1031, 1033 (3d Cir. 1991); see also *Mar. Elec. Co., Inc. v. United Jersey Bank*, 959 F.2d 1194, 1204 (3d Cir. 1991) (“[the automatic stay] gives a bankrupt a breathing spell from creditors”) (citation omitted); *Assoc. of St. Croix Condominium Owners v. St. Croix Hotel Corp.*, 682 F.2d 446, 448 (3d Cir. 1982) (same). The automatic stay becomes effective immediately upon the filing of a bankruptcy case, and applies both in the United States and extraterritorially. See, e.g., *In re Soundview Elite, Ltd.*, 503 B.R. 571, 584 (Bankr. S.D.N.Y. 2014) (“U.S. law is clear that immediately upon the filing of the Debtors' chapter 11 petition, the U.S. automatic stay became effective, both in the U.S. and extraterritorially”) (citations omitted). Given its fundamental importance to a debtor's reorganization, courts broadly construe the Bankruptcy Code's automatic stay provisions, which apply worldwide. See, e.g., *Hong Kong & Shanghai Banking Corp. v. Simon (In re Simon)*, 153 F.3d 991, 996 (9th Cir. 1998); *In re NextWave Pers. Commc'ns. Inc.*, 244 B.R. 253, 271 (Bankr. S.D.N.Y. 2000) (“[t]he automatic stay is broadly written and broadly construed”); *Secs. Investor Prot. Corp. v. Bernard L. Madoff Inv. Secs. LLC (In re Bernard L. Madoff Inv. Secs. LLC)*, No. 08-1789 (BRL), 2012 WL 1570859 (S.D.N.Y. May 4, 2012) (upholding extraterritorial

enforcement of the automatic stay and injunction barring foreign creditor's lawsuit); *Nakash v. Zur* (*In re Nakash*), 190 B.R. 763, 768 (Bankr. S.D.N.Y. 1996).

14. As such, the automatic stay established by section 362 of the Bankruptcy Code applies to both the Debtors' foreign and domestic creditors, regardless of location, and creditors that violate the stay may face sanctions by the Court. However, domestic and foreign creditors unfamiliar with the automatic stay or the scope thereof may attempt to proceed against the Debtors' worldwide property, business, operations, or assets despite the commencement of these chapter 11 cases and the potential sanctions. Any such unilateral self-help action would adversely affect the Debtors' operations and potentially jeopardize the Debtors' reorganization efforts, resulting in irreparable harm to the Debtors' estates and parties in interest. Accordingly, the Debtors believe that a Court order is necessary and helpful to ensure creditor compliance with the automatic stay.

II. Confirming the Injunction of Governmental Action Under Section 525 of the Bankruptcy Code.

15. Additionally, section 525 of the Bankruptcy Code prohibits governmental units from, among other things: (a) denying, revoking, suspending, or refusing to renew any license, permit, charter, franchise, or other similar grant to the Debtors; (b) placing conditions upon such a grant to the Debtors; or (c) discriminating against the Debtors with respect to such a grant, solely because the Debtors are debtors under the Bankruptcy Code, may have been insolvent before the commencement of these chapter 11 cases, or are insolvent during the pendency of these chapter 11 cases. *See* 11 U.S.C. § 525(a); *see also FCC v. NextWave Pers. Commc'ns Inc.*, 537 U.S. 293, 307 (2003) ("The government is not to revoke a bankruptcy debtor's license [under section 525(a) of the Bankruptcy Code] solely because of a failure to pay his debts."). The Bankruptcy Code includes in the definition of "governmental unit" a foreign state, a

department, agency, or instrumentality of a foreign state, and other foreign governments. *See* 11 U.S.C. § 101(27).

III. Confirming the Invalidation of Ipso Facto Provisions Under Section 365 of the Bankruptcy Code and Other Contractual Rights.

16. Courts have held that the automatic stay under section 362 of the Bankruptcy Code precludes unilateral actions by nondebtor parties to terminate contracts without a court order. *See, e.g., Bonneville Power Admin. v. Mirant Corp. (In re Mirant Corp.)*, 440 F.3d 238 (5th Cir. 2006) (noting that non-debtor termination of agreement was prohibited by the automatic stay and required court approval under section 362(d)). Moreover, “[c]ourts have consistently held that contract rights are property of the estate.” *In re Enron Corp.*, 300 B.R. 201, 212 (Bankr. S.D.N.Y. 2003) (quoting *Elder-Beerman Stores Corp. v. Thomasville Furniture Indus., Inc. (In re Elder-Beerman Stores Corp.)*, 195 B.R. 1019, 1023 (Bankr. S.D. Ohio 1996)). As noted above, section 362 of the Bankruptcy Code prohibits third parties from exercising control over property of the estate. 11 U.S.C. § 362(a). Accordingly, the Bankruptcy Code prohibits third parties from modifying or terminating contracts absent court approval, subject to certain express statutory exceptions. *See, e.g., NLRB v. Bildisco & Bildisco*, 465 U.S. 513, 531 (1984) (holding that while the debtor may enforce the terms of the contract against the creditor, the creditor is “precluded from . . . enforcing the contract terms” of an executory contract prior to assumption by the debtor).

17. Additionally, and more specifically, section 365(e)(1)(B) of the Bankruptcy Code prohibits counterparties to debtor contracts from terminating or modifying such contracts, including any right or obligation thereunder, solely because of a provision in such contract or lease that is conditioned on, among other things: (a) the insolvency or financial condition of a debtor at any time before the closing of the debtor’s chapter 11 cases; or (b) the commencement

of the debtor's chapter 11 case. *See* 11 U.S.C. § 365(e)(1)(B). Section 365 of the Bankruptcy Code also prohibits, absent court approval, third parties from enforcing the terms of a contract against the Debtors. *See NLRB v. Bildisco & Bildisco*, 465 U.S. 513, 531–32 (1984). Third parties must thus continue to perform under executory contracts until they are assumed or rejected. *See In re El Paso Refinery, L.P.*, 196 B.R. 58, 72 (Bankr. W.D. Tex. 1996); *In re Calpine Corp.*, No. 06-10678, 2009 Bankr. LEXIS 1041, at *15 (Bankr. S.D.N.Y. May 7, 2009).

18. Thus, section 365(e) of the Bankruptcy Code invalidates so-called contractual *ipso facto* provisions that provide for the termination of a contract based solely upon a party's financial condition. Nevertheless, the Debtors believe that, upon learning of the commencement of these chapter 11 cases, executory contract and unexpired lease counterparties outside of the United States may try to terminate such executory contracts or unexpired leases pursuant to bankruptcy termination provisions contained therein, in direct violation of, if enforced, sections 362(a) and 365 of the Bankruptcy Code. Any such action would harm the Debtors' operations and potentially jeopardize the Debtors' reorganization efforts. Accordingly, the Debtors believe that a court order is necessary and helpful to ensure the continuation of the Debtors' contracts.

IV. Reaffirmation that Each of the Bankruptcy Code Protections is Essential to Orderly Administer the Bankruptcy Estates.

19. Each of the Bankruptcy Code protections described herein is self-executing and constitutes a fundamental debtor protection that, in combination with other provisions of the Bankruptcy Code, provide the Debtors with the "breathing spell" that is essential to the Debtors' ability to position themselves to maximize and preserve enterprise value for the benefit of stakeholders. The protections in these provisions extend to a debtor's property, contracts, and

regulatory rights and privileges wherever they are located and by whomever held. *See, e.g.*, 11 U.S.C. § 541(a) (“The commencement of a case under section 301 . . . of this title creates an estate. Such estate is comprised of all the following property, *wherever located and by whomever held. . .*”) (emphasis added).

20. Notwithstanding the self-executing and global nature of these Bankruptcy Code protections, experience has shown that it is often necessary to advise third parties of the existence, scope, and effect of sections 362, 365, and 525 of the Bankruptcy Code through a separate Court order.

21. Such an order is appropriate in these chapter 11 cases because the Debtors’ operations are particularly dependent upon, among other things, the uninterrupted performance by counterparties to contracts with the Debtors (including contractual relationships with foreign entities operating in foreign jurisdictions). The Debtors believe that many of the entities subject to the Bankruptcy Code may be unaware of or misapprehend the scope of the protection these sections provide to the Debtors. Accordingly, the Debtors respectfully request that the Court issue the Order confirming the applicability of the Bankruptcy Code. The Debtors believe that the existence of such an order, which the Debtors will be able to transmit to affected parties, will help ensure that the Debtors receive the protections afforded by sections 362, 365, and 525 of the Bankruptcy Code.

V. The Relief Requested Should Be Granted Under Section 105(a) of the Bankruptcy Code.

22. Pursuant to section 105(a) of the Bankruptcy Code, the Court may issue “any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” Section 105(a) therefore authorizes a bankruptcy court to issue injunctions or take other necessary steps in aid of its jurisdiction. *See, e.g., United States v. Sutton*, 786 F.2d 1305, 1307

(5th Cir. 1986); *MacArthur Co. v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 837 F.2d 89, 93 (2d Cir. 1988). Such orders are appropriate where, as here, they are essential to the debtor's reorganization efforts and do not burden creditors. *See In re Momentum Mfg. Corp.*, 25 F.3d 1132, 1136 (2d Cir. 1994) (holding that, as courts of equity, bankruptcy courts are empowered to invoke equitable principles to achieve fairness and justice in the reorganization process). As such, the Court has the power to enter an order of the kind requested herein. Granting such relief is fully consistent with the Bankruptcy Code and will facilitate a smooth and orderly transition into chapter 11.

23. Granting the relief requested herein will better enable the Debtors to inform non-U.S. creditors and interested parties of debtor protections that may be unfamiliar to them. It will help ensure that: (a) parties to unexpired leases and executory contracts with the Debtors continue to perform their duties and obligations thereunder; (b) creditors are less likely to seize the Debtors' assets or take other actions violating the automatic stay; and (c) governmental units do not unfairly discriminate or take action against the Debtors thereby violating the Bankruptcy Code. The relief requested herein will facilitate the Debtors' orderly transition into chapter 11 and minimize the disruption of their businesses.

24. Given the vulnerability of the Debtors' businesses and operations to immediate disruption if parties violate the Code Protections, the Debtors seek authority to immediately serve or file a notice of violation of the Code Protections substantially in the form attached hereto as **Exhibit 1** to **Exhibit A**.

25. Bankruptcy courts in this jurisdiction and others have entered similar orders restating and enforcing the protections set forth in sections 362, 365, and 525 of the Bankruptcy Code under comparable circumstances. *See, e.g., In re Peekay Acquisition, LLC*, No. 17-11722

(BLS) (Bankr. D. Del. Aug. 25, 2017) (enforcing and restating the provisions of sections 362 and 365 of the Bankruptcy Code); *In re True Religion Apparel, Inc.*, No. 17-11460 (CSS) (Bankr. D. Del. July 6, 2017) (same); *In re Tidewater Inc.*, No. 17-11132 (BLS) (Bankr. D. Del. May 19, 2017) (same); *In re Prospector Offshore Drilling S.à r.l.*, No. 17-11572 (CSS) (Bankr. D. Del. Feb. 17, 2016) (same); *In re Paragon Offshore Plc*, No. 16-10386 (CSS) (Bankr. D. Del. Feb. 17, 2016) (same).⁴ Given the critical importance of ensuring the Debtors' operations are not undermined by noncompliance with U.S. bankruptcy law, similar relief is appropriate here.

VI. The Automatic Stay Should Be Modified in the Debtors' Sole Discretion to Continue Litigating Certain Contested Matters.

26. Cause exists to modify the stay in these limited actions pursuant to sections 105(a), 302(a), and 362(d) because such relief will permit the Debtors to choose to continue defending actions and contested matters that, for instance, have been the subject of ongoing litigation or other proceedings in venues outside the United States that are close to final resolution. Such relief would permit the Debtors to liquidate certain claims more efficiently and in accordance with applicable law.

27. Bankruptcy courts have granted similar relief as set forth herein. *See, e.g., In Dex Media, Inc.*, No. 16-11200 (KG) (Bankr. D. Del. May 18, 2016) (permitting the debtors to modify the stay, in their sole discretion, to permit the continuation of litigation commenced prepetition); *In re EveryWare Global, Inc.*, No. 15-10753 (LSS) (Bankr. D. Del Apr. 22, 2015) (same); *In re Sorenson Commc'ns, Inc.*, No. 14-10454 (BLS) (Bankr. D. Del. Mar. 4, 2014) (same).⁵

⁴ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this motion. Copies of these orders are available upon request of the Debtors' proposed counsel.

⁵ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this motion. Copies of these orders are available upon request of the Debtors' proposed counsel.

Waiver of Bankruptcy Rule 6004(a) and 6004(h)

28. To implement the foregoing successfully, the Debtors request that the Court enter an order providing that notice of the relief requested herein satisfies Bankruptcy Rule 6004(a) and that the Debtors have established cause to exclude such relief from the 14-day stay period under Bankruptcy Rule 6004(h).

Notice

29. The Debtors will provide notice of this motion to: (a) the Office of the United States Trustee for the District of Delaware; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the agent under the Debtors' asset-based lending debtor-in-possession financing facility; (d) counsel to certain of the lenders under the Debtors' debtor-in-possession term loan facility; (e) counsel to the agent under the Debtors' debtor-in-possession term loan facility; (f) counsel to the agent under the Debtors' prepetition asset-based lending facility; (g) counsel to the agent under the Debtors' prepetition term loan facility; (h) counsel to the lender under Debtors' 12.0% subordinated notes; (i) counsel to the indenture trustee for the New FTF Inc. Note; (j) the United States Attorney's Office for the District of Delaware; (k) the Internal Revenue Service; (l) the office of the attorneys general for the states in which the Debtors operate; (m) any party that has requested notice pursuant to Bankruptcy Rule 2002. As this motion is seeking "first day" relief, within two business days of the hearing on this motion, the Debtors will serve copies of this motion and any order entered in respect to this motion as required by Local Rule 9013-1(m). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

[Remainder of page intentionally left blank.]

WHEREFORE, the Debtors respectfully request that the Court enter the Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested in this Motion and granting such other and further relief as is appropriate under the circumstances.

Wilmington, Delaware
Dated: April 5, 2018

/s/ Domenic E. Pacitti

Domenic E. Pacitti (DE Bar No. 3989)

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Proposed Counsel to the Debtors

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
VER TECHNOLOGIES HOLDCO LLC, <i>et al.</i> , ¹	)	Case No. 18-10834 (____)
)	
Debtors.	)	(Joint Administration Requested)
)	
	)	Re: Docket No. ____

**ORDER (I) RESTATING
AND ENFORCING THE WORLDWIDE
AUTOMATIC STAY, ANTI-DISCRIMINATION
PROVISIONS, AND *IPSO FACTO* PROTECTIONS
OF THE BANKRUPTCY CODE, (II) PERMITTING
THE DEBTORS TO MODIFY THE AUTOMATIC STAY IN
THEIR SOLE DISCRETION TO PROCEED WITH LITIGATION OR
CONTESTED MATTERS COMMENCED PREPETITION, (III) APPROVING
THE FORM AND MANNER OF NOTICE, AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), (a) restating and enforcing the worldwide automatic stay, anti-discrimination provisions, and *ipso facto* protections of the Bankruptcy Code, (b) modifying the automatic stay, to the extent the Debtors deem appropriate, in their sole discretion, to proceed with litigation or contested matters commenced before the Petition Date against the Debtors, (c) approving the form and manner of notice, and (d) granting related relief, all as more fully set forth in the Motion; and upon the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: VER Technologies HoldCo LLC (7239); VER Technologies MidCo LLC (7482); VER Technologies LLC (7501); Full Throttle Films, LLC (0487); FFAST Leasing California, LLC (7857); Revolution Display, LLC (6711); VER Finco, LLC (5625); CPV Europe Investments LLC (2533); and Maxwell Bay Holdings LLC (3433). The location of the Debtors’ service address is: 757 West California Avenue, Building 4, Glendale, California 91203.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and that no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Subject to section 362 of the Bankruptcy Code, all persons (including individuals, partnerships, corporations, and other entities and all those acting on their behalf) and governmental units, whether of the United States, any state or locality therein or any territory or possession thereof, or any non-U.S. jurisdiction (including any division, department, agency, instrumentality or service thereof, and all those acting on their behalf), are hereby stayed, restrained and enjoined from:

- (a) commencing or continuing (including the issuance or employment of process) any judicial, administrative, or other action or proceeding against the Debtors that was or could have been commenced before the commencement of the Debtors' chapter 11 cases or recovering a claim against the Debtors that arose before the commencement of the Debtors' chapter 11 cases;
- (b) enforcing, against the Debtors or against property of their estates, a judgment or order obtained before the commencement of the Debtors' chapter 11 cases;
- (c) taking any action, whether inside or outside the United States, to obtain possession of property of the Debtors' estates, wherever located (including, but not limited to, leased vehicles, leased facilities, and fixtures or tenant improvements to such facilities), or to exercise control over property of the estates or interfere in any way with the conduct by the Debtors of their businesses, including, without limitation, attempts to interfere with deliveries or events or attempts to arrest, seize or reclaim any equipment, supplies or all other assets in which the Debtors have legal or equitable interests;
- (d) taking any action to create, perfect, or enforce any lien against the property of the Debtors' estates;
- (e) taking any action to create, perfect, or enforce against property of the Debtors any lien to the extent that such lien secures a claim that arose prior to the commencement of the Debtors' chapter 11 cases;
- (f) taking any action to collect, assess, or recover a claim against the Debtors that arose prior to the commencement of the Debtors' chapter 11 cases;
- (g) offsetting any debt owing to the Debtors that arose before the commencement of the Debtors' chapter 11 cases against any claim against the Debtors; and
- (h) commencing or continuing any proceeding before the United States Tax Court concerning the Debtors, subject to the provisions of 11 U.S.C. § 362(b).

3. Pursuant to sections 362 and 365 of the Bankruptcy Code, notwithstanding a provision in a contract or lease or any applicable law, all persons are hereby stayed, restrained, and enjoined from terminating or modifying any and all contracts and leases to which the Debtors are party or signatory, at any time after the commencement of these cases because of a

provision in such contract or lease that is conditioned on the (a) insolvency or financial condition of the Debtors at any time before the closing of these cases or (b) commencement of these cases under the Bankruptcy Code. Accordingly, all such persons are required to continue to perform their obligations under such leases and contracts during the postpetition period.

4. Pursuant to section 525 of the Bankruptcy Code, all governmental units and other regulatory authorities are prohibited and enjoined from: (a) denying, revoking, suspending, or refusing to renew any license, permit, charter, franchise, or other similar grant to the Debtors; (b) placing conditions upon such a grant to the Debtors; or (c) discriminating against the Debtors with respect to such a grant, solely because the Debtors are debtors under the Bankruptcy Code, may have been insolvent before the commencement of these chapter 11 cases, or are insolvent during the pendency of these chapter 11 cases.

5. For the avoidance of doubt, this Order does not expand or enlarge the rights afforded to the Debtors under the Bankruptcy Code.

6. The form of Notice, attached as **Exhibit 1** hereto, is approved. The Debtors are authorized, but not directed, to serve the Notice upon creditors, governmental units or other regulatory authorities, and/or interested parties wherever located.

7. Nothing in this Order or the Motion shall constitute a rejection or assumption by the Debtors, as debtors in possession, of any executory contract or unexpired lease.

8. The automatic stay is modified, solely to the extent the Debtors deem appropriate in their sole discretion, to permit the Debtors to allow litigation or contested matters commenced before the Petition Date to proceed.

9. This Order remains subject to section 362 of the Bankruptcy Code, including its exceptions.

10. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

12. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2018
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Form of Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	
In re:	)	Chapter 11
)	
VER TECHNOLOGIES HOLDCO LLC, <i>et al.</i> , ¹	)	Case No. 18-10834 (___)
)	
Debtors.	)	(Joint Administration Requested)
)	
	)	Re: Docket No. ___

**NOTICE OF ENTRY OF AN ORDER RESTATING AND
ENFORCING THE WORLDWIDE AUTOMATIC STAY, ANTI-DISCRIMINATION
PROVISIONS, AND IPSO FACTO PROTECTIONS OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that on April 5, 2018, the above-captioned debtors and debtors in possession (the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors’ chapter 11 cases are pending before the Honorable Judge [•], United States Bankruptcy Judge, and are being jointly administered under the lead case *In re VER Technologies HoldCo LLC, et al.*, Case No. 18-[____] (___).

PLEASE TAKE FURTHER NOTICE that pursuant to section 362(a) of the Bankruptcy Code, the Debtors’ filing of their respective voluntary petitions operates as a self-effectuating, statutory stay or injunction, applicable to all entities, and protects the Debtors from, among other things: (I) the commencement or continuation of a judicial, administrative, or other action or proceeding against the Debtors (a) that was or could have been commenced before the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: VER Technologies HoldCo LLC (7239); VER Technologies MidCo LLC (7482); VER Technologies LLC (7501); Full Throttle Films, LLC (0487); FFAST Leasing California, LLC (7857); Revolution Display, LLC (6711); VER Finco, LLC (5625); CPV Europe Investments LLC (2533); and Maxwell Bay Holdings LLC (3433). The location of the Debtors’ service address is: 757 West California Avenue, Building 4, Glendale, California 91203.

commencement of the Debtors' cases or (b) to recover a claim against the Debtors that arose before the commencement of the Debtors' cases; (II) the enforcement, against the Debtors or against any property of the Debtors' bankruptcy estates, of a judgment obtained before the commencement of the Debtors' cases; or (III) any act to obtain possession of property of or from the Debtors' bankruptcy estates, or to exercise control over property of the Debtors' bankruptcy estates.²

PLEASE TAKE FURTHER NOTICE that pursuant to the *Order (I) Restating and Enforcing the Worldwide Automatic Stay, Anti-Discrimination Provisions, and Ipso Facto Protections of the Bankruptcy Code, (II) Permitting the Debtors to Modify the Automatic Stay in Their Sole Discretion to Proceed with Litigation or Contested Matters Commenced Prepetition, (III) Approving the Form and Manner of Notice, and (IV) Granting Related Relief* (the "Order") [Docket No. [___]], entered on [____], 2018, and attached hereto as **Exhibit A**, all persons wherever located (including individuals, partnerships, corporations, and other entities and all those acting on their behalf), including persons party to a contract or agreement with the Debtors and governmental units, whether of the United States, any state or locality therein or any territory or possession thereof, or any foreign country (including any division, department, agency, instrumentality or service thereof, and all those acting on their behalf), are hereby put on notice that they are subject to the Order and must comply with its terms and provisions.

PLEASE TAKE FURTHER NOTICE that any entity that seeks to assert claims, interests, causes of action, or other legal or equitable remedies against, or otherwise exercise any

² Nothing herein shall constitute a waiver of the right to assert any claims, counterclaims, defenses, rights of setoff or recoupment or any other claims of the Debtors against any party to the above-captioned cases. The Debtors expressly reserve the right to contest any claims which may be asserted against the Debtors.

rights in law or equity against the Debtors or their estates must do so in front of the Court pursuant to the Order, the Bankruptcy Code, and applicable law.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, any governmental agency, department, division or subdivision, or any similar governing authority is prohibited from, among other things: (I) denying, revoking, suspending, or refusing to renew any license, permit, charter, franchise, or other similar grant to the Debtors; (II) placing conditions upon such a grant to the Debtors; or (III) discriminating against the Debtors with respect to such a grant, solely because the Debtors are debtors under the Bankruptcy Code, may have been insolvent before the commencement of these chapter 11 cases, or are insolvent during the pendency of these chapter 11 cases as set forth more particularly in the Order.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, parties to contracts or agreements with the Debtors are prohibited from terminating such contracts or agreements because of a Debtor's bankruptcy filing, except as permitted by the Court under applicable law.

PLEASE TAKE FURTHER NOTICE that pursuant to sections 105(a) and 362(k) of the Bankruptcy Code and Rule 9020 of the Federal Rules of Bankruptcy Procedure, among other applicable substantive law and rules of procedure, any person or governmental unit seeking to assert its rights or obtain relief outside of the processes set forth in the Order, the Bankruptcy Code, and applicable law may be subject to proceedings in front of the Court for failure to comply with the Order and applicable law, including contempt proceedings resulting in fines, sanctions, and punitive damages against the entity and its assets inside the United States.

PLEASE TAKE FURTHER NOTICE that additional information regarding the Debtors' chapter 11 cases, including copies of pleadings filed therein, may be obtained by: (I) reviewing the publicly available docket of the Debtors' chapter 11 cases at

<http://www.de.uscourts.gov/bankruptcy> (PACER login and password required); (II) accessing the Debtors' publicly available website providing information regarding these chapter 11 cases, located online at <http://www.kccllc.net/VER/>; or (III) contacting the following proposed co-counsel for the Debtors.

Wilmington, Delaware

Dated: [_____]

Domenic E. Pacitti (DE Bar No. 3989)
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Proposed Counsel to the Debtors

EXHIBIT A TO FORM NOTICE

Order