

**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 (KG)
)	
Debtors.)	(Joint Administration Requested)
)	
)	Re: Docket No. 22

**ORDER AUTHORIZING THE DEBTORS TO FILE UNDER
SEAL THE FEE LETTERS RELATED TO THE DIP AND EXIT FACILITIES**

Upon the motion (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order"), (I) authorizing the Debtors to file under seal (a) the fee letters annexures to (i) the ABL financing commitment letter (such annexure the "ABL Fee Letter") and (ii) the term loan financing commitment letter (such annexures the "DIP Term Lenders Fee Letter" and "DIP Agent Fee Letter") and (b) the PRG Work Fee Letter (together with the ABL Fee Letter, the DIP Term Lenders Fee Letter, and the DIP Agent Fee Letter, the "Fee Letters"), the form of each of the Fee Letters is appended to the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Secured Financing Pursuant to Section 364 of the Bankruptcy Code and (B) Utilize Cash Collateral; (II) Granting Liens and Superpriority Administrative Expense Claims; (III) Granting Adequate Protection; (IV) Modifying the Automatic Stay; (V) Scheduling a Final*

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); FAAST 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.



Hearing; and (VI) *Granting Related Relief* (the “DIP Motion”);² (II) directing that the Fee Letters shall remain under seal and confidential and not be made available to anyone without the express consent of the Debtors, except to the Court and the United States Trustee for the District of Delaware (the “U.S. Trustee”); and (III) granting related relief; all as more fully set forth in the DIP Motion; 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 that this Court 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 Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and 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. The Debtors are authorized to file the Fee Letters under seal, subject to further order of the Court, pursuant to sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1.

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

3. Except upon further order of the Court, the Fee Letters shall remain under seal, and shall only be made available, on an attorneys-eyes-only basis, to any party that executes an acceptable confidentiality agreement, except that copies of the Fee Letters shall be provided to the Court and the U.S. Trustee on a confidential basis. Such parties shall be bound by this Order and shall at all times keep the provisions of the Fee Letters strictly confidential and shall not disclose such exhibit or the contents thereof to any party whatsoever.

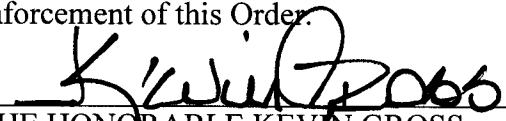
4. The Debtors and any party authorized to receive copies of the Fee Letters pursuant to this Order shall, subject to Local Rule 9018-1(c) and without further Order of the Court: (a) redact specific references to the contents of the Fee Letters set forth therein from any and all pleadings filed on the public docket maintained in these chapter 11 cases; and (b) not use or refer to the Fee Letters in any hearing unless appropriate safeguards have been put in place to protect the confidentiality of the information.

5. This Order is without prejudice to the rights of any party in interest to seek to unseal and make public any portion of the material filed under seal.

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

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

Dated: April 6, 2018
Wilmington, Delaware



THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE