

**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.)	(Jointly Administered)
)	
)	

**DECLARATION OF DISINTERESTEDNESS OF CLUMECK STERN SCHENKELBERG &
GETZOFF
PURSUANT TO THE ORDER (I) AUTHORIZING THE DEBTORS
TO RETAIN AND COMPENSATE PROFESSIONALS UTILIZED IN THE
ORDINARY COURSE OF BUSINESS AND (II) GRANTING RELATED RELIEF**

I, Adrian Stern, declare under penalty of perjury:

1. I am a Partner in the firm of Clumeck Stern Schenkelberg & Getzoff, located at 17404 Ventura Boulevard, 2nd Floor, Encino, CA 91316 (the "Firm").
2. VER Technologies HoldCo LLC and certain of its affiliates, as debtors and debtors in possession (collectively, the "Debtors"), have requested that the Firm provide audit of the Full Throttle Films, LLC 401(K) Plan of the Debtors, and the Firm has consented to provide such services.
3. The Firm has performed services in the past, and is currently performing services, and may perform services in the future in matters unrelated to these chapter 11 cases for persons and entities that are parties in interest in or otherwise connected to the Debtors' chapter 11 cases. Except as otherwise stated below, to the best of my knowledge, information and belief, the Firm does not perform services for any person or entity in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys, or

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); CPV Europe Investments LLC (2533); FFAST Leasing California, LLC (7857); Full Throttle Films, LLC (0487); Maxwell Bay Holdings LLC (3433); Revolution Display, LLC (6711); VER Finco, LLC (5625); VER Technologies LLC (7501); and VER Technologies MidCo LLC (7482). The location of the Debtors' service address is: 757 West California Avenue, Building 4, Glendale, California 91203.



accountants that would be adverse to the Debtors or their estates. However, the foregoing is subject to the following disclosures: The Firm is currently involved with the following matters and potentially other matters on behalf of Vincent Dundee III, Scott Dundee, Judith Dundee and affiliated entities that are former owners of the Debtors and are currently lessors to the Debtors, persons and entities that represent or are associated with the foregoing, and the Debtors:

2014 IRS exam – New FTF, Inc. and Vincent Dundee III in regards to the December 2014 transaction.

2014 California Franchise Tax Board examination–New FTF, Inc.; New REV, Inc.; New FFAST, LLC; Vincent Dundee III in regards to the December 2014 transaction.

2014 Tennessee appeal of additional assessment – New FTF, Inc. in regards to the December 2014 transaction

2014 New York State examination – New FTF, Inc.; Vincent Dundee III; Scott Dundee in regards to the December 2014 transaction

2014 New York City examination – New FTF, Inc.; Full Throttle Films, Inc. in regards to the December 2014 transaction

Preparation of LLC Income Tax returns for various commercial properties which are owned by the Dundee's

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these chapter 11 cases.

5. Neither I nor any principal, partner, director, officer, or employee of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Except as stated in this Declaration, to the best of my knowledge, information and belief, neither I nor any principal, partner, director, officer, or employee of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

7. The Debtors owe the Firm \$0 for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code, 11 U.S.C. §§ 101–1532.

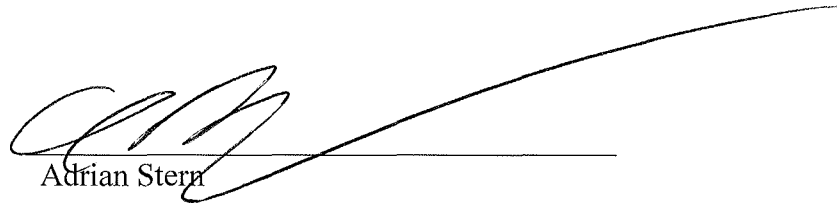
8. As of the petition date, which was the date on which the Debtors commenced these chapter 11 cases, the Firm was not party to an agreement for indemnification with certain of the Debtors.

9. The Firm is conducting further inquiries regarding its retention by any creditors and of the Debtors and other parties in interest, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed at Encino, California.

Date: 5/16, 2018



Adrian Stern