

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

<p>In re:</p> <p>VER TECHNOLOGIES HOLDCO LLC, <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 18-10843 (KG)</p> <p>(Jointly Administered)</p>
--	---	---

**DEBTORS’ MOTION FOR ENTRY OF AN ORDER AUTHORIZING
THE DEBTORS TO FILE UNDER SEAL CERTAIN CONTRACTS TO
BE ASSUMED LISTED IN THE PLAN SUPPLEMENT**

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

Relief Requested

1. The Debtors seek entry of an order (the “Order”), substantially in the form attached hereto as **Exhibit A**, authorizing the Debtors to file a list of certain contracts to be assumed (the “Assumption List”) under seal in accordance with section 107(b) of the Bankruptcy Code, and directing that the Confidential Information (as defined below) shall remain under seal and confidential and not be made available to anyone without the consent of the Debtors or further order of the Court.

Jurisdiction

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*

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.



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 rules 1007-1 and 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 section 107(b) of title 11 of the United States Code (the “Bankruptcy Code”) and Bankruptcy Rule 9018.

Background

5. The Debtors are one of the largest suppliers of rental production equipment and solutions in the world. Corporate, television, 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 approximately 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. On April 5, 2018, each of the Debtors filed a petition with the 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. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b) [Docket No. 58]. No party has requested the appointment of a trustee or examiner in these chapter 11 cases. On April 12, 2018, the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the "Creditors' Committee") [Docket No. 89].

Confidential Information

7. The Debtors have been diligently working to prepare the supplement to their plan of reorganization (the "Plan Supplement"). As part of their preparation of the Plan Supplement, the Debtors identified certain sensitive commercial information that, absent specific relief to the contrary, the Debtors would be required to make publicly known in the Plan Supplement. For this reason, the Debtors file this motion seeking limited relief to file this sensitive commercial information under seal.

8. Specifically, the Debtors seek to file under seal versions of the Assumption List that contain commercial information related to proprietary customer information (the "Confidential Information"). The Confidential Information was previously filed under seal as part of the Debtors' Schedule G. *See Order Approving Debtors' Motion for Entry of an Order Authorizing the Debtors to File Under Seal Certain Portions of Debtors' Statements of Financial Affairs and Schedules of Assets and Liabilities*, [Docket No. 343] (authorizing the Debtors to file certain portions of their schedules under seal that contain confidential information related to customer contracts).

9. The Debtors propose to file redacted versions of the Assumption List, solely to redact Exhibit "C-3" relating to such Confidential Information. The Debtors also seek leave to

file unredacted copies of the Plan Supplement under seal, and ask the Court to direct that the Confidential Information shall remain under seal and confidential and not be made available to anyone without the Debtors' consent. Moreover, and notwithstanding the foregoing, the Debtors propose to provide unredacted versions of the Plan Supplement, including all Confidential Information, to: (a) the U.S. Trustee; (b) counsel to the Creditors' Committee; and (c) counsel to the agents or lenders, as applicable, under the Debtors' postpetition and prepetition secured financing facilities.

Basis for Relief

10. Section 107(b) of the Bankruptcy Code provides courts with the power to issue orders that will protect entities from potential harm that may result from the disclosure of certain confidential information. This section provides, in relevant part, that:

On request of a party in interest, the bankruptcy court shall, and on the bankruptcy court's own motion, the bankruptcy court may --

(1) protect an entity with respect to a trade secret or confidential research, development, or commercial information

11 U.S.C. § 107(b). Importantly, once the Court determines that a party in interest is seeking protection of information that falls within one of the categories enumerated in section 107(b), "the court must grant the requested relief (or such other relief that protects the moving party)." *In re Altegrity, Inc.*, No. 15-10226 (LSS), 2015 WL 10963572, at *3 (Bankr. D. Del. July 6, 2015) (citing *In re Anthracite Capital, Inc.*, 492 B.R. 162, 177 (Bankr. S.D.N.Y. 2013)).

11. Bankruptcy Rule 9018 defines the procedures by which a party may move for relief under section 107(b) of the Bankruptcy Code, and provides, in part:

On motion or its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information

Fed. R. Bankr. P. 9018.

12. Courts in this district have defined “commercial information” as “information which would result in an ‘unfair advantage to competitors by providing them with information as to the commercial operations of the debtor.’” *In re Alterra Healthcare Corp.*, 353 B.R. 66, 75 (Bankr. D. Del. 2006) (quoting *In re Orion Pictures Corp.*, 21 F.3d 24, 27 (2d Cir. 1994)). “Commercial information” does not need to rise to the level of a trade secret to be protected under section 107(b) of the Bankruptcy Code. *See Orion Pictures*, 21 F.3d at 28 (stating that section 107(b)(1) creates an exception to the general rule that court records are open to examination by the public and that under this exception, an interested party has to show only that the information they wish to seal is “confidential and commercial” in nature).

13. Pursuant to section 107(b) of the Bankruptcy Code, courts have limited open access to publicly filed documents where parties have demonstrated good cause. *See, e.g., In re Nunn*, 49 B.R. 963, 964-65 (Bankr. E.D. Va. 1985) (order authorizing that the debtor’s schedules conceal a customer list to prevent disclosure to a competitor); *In re Epic Assoc. V*, 54 B.R. 445, 450 (Bankr. E.D. Va. 1985) (order sealing court records containing identities of saving institutions holding debtors’ mortgages or mortgage-backed certificates to prevent massive bank withdrawals in area in question).

14. The Debtors submit that the Confidential Information falls well within the scope of commercial information that may be protected pursuant to section 107(b)(1). As the Court previously recognized, sealing the Confidential Information satisfies the standards set forth in section 107(b)(1). *See Order Approving Debtors’ Motion for Entry of an Order Authorizing the Debtors to File Under Seal Certain Portions of Debtors’ Statements of Financial Affairs and Schedules of Assets and Liabilities* [Docket No. 343]. The need for confidentiality with regard to

the Debtors' customer information is compelling; it is hard to imagine more commercially sensitive information, given the nature of the Debtors' professional services and the competitive markets in which they operate. Many of those parties identified as counterparties on the list of customer contracts contained in the Assumption List represent long-standing customers of the Debtors, and such customers are the backbone of the Debtors' operations. If disclosed, the list of customer contracts could be used by the Debtors' direct and indirect competitors to solicit the Debtors' customers, thus giving the Debtors' competitors an unfair advantage in the marketplace. Providing the Debtors' competitors with such easy, public access to a listing of the Debtors' customer contracts would harm the Debtors' prospects for reorganization to the detriment of all stakeholders.

15. Moreover, certain of the Debtors' customer contracts contain confidentiality provisions that prohibit public disclosure of their customer relationships. Violation of these agreements could lead to a loss of business not only under such agreements, but also on a wider scale to the extent that customers perceive that their confidences cannot be kept by the Debtors. Even where no confidentiality agreements prohibit disclosure of customer agreements, prudence suggests that the Debtors should not disclose information about their customer contracts, as the counterparties to such contracts are highly confidential and represent proprietary commercial information. Publicly listing the Debtors' customers by listing the names of the counterparties to the customer contracts would disclose commercially sensitive information to the Debtors' competitors. In short, the customer contracts represent: (a) a valuable asset of the Debtors' estates; and (b) confidential commercial information gathered in the course of the Debtors' businesses that must remain unavailable to their competitors.

16. The Debtors believe that the only means of precluding the Debtors' competitors from accessing the Confidential Information relating to their customers is for the Court to authorize the sealing of this information. The Debtors believe that the proposed format for disclosure of information, in which the Debtors will publicly file redacted versions of the Plan Supplement that include all but the most sensitive Confidential Information, and provide full versions of the Plan Supplement, including all Confidential Information, to the Court and key parties in interest in these chapter 11 cases, is carefully tailored to provide appropriate levels of information in these cases while still maintaining confidentiality of commercial information where truly necessary. Furthermore, this relief is consistent with similar relief granted by the Court in connection with the filing of the Debtors' schedules of assets and liabilities. *See Order Approving Debtors' Motion for Entry of an Order Authorizing the Debtors to File Under Seal Certain Portions of Debtors' Statements of Financial Affairs and Schedules of Assets and Liabilities*, [Docket No. 343] (authorizing the Debtors to file certain portions of their schedules under seal that contain confidential information related to customer contracts).

17. Courts in this and other jurisdictions have recognized the importance in maintaining the confidential and sensitive nature of material similar to the Confidential Information and have authorized relief similar to the relief requested herein. *See, e.g., In re Lily Robotics, Inc.*, No. 17-10426 (KJC) (Bankr. D. Del. May 23, 2017) (authorizing debtors to file customer information under seal); *In re Maxide Acquisition, Inc.*, No. 05-10429 (MFW) (Bankr. D. Del. June 22, 2005) (authorizing debtors to file certain portions of schedules and statements concerning customer contracts under seal); *In re Cable & Wireless USA, Inc.*, No. 03-13711 (KJC) (Bankr. D. Del. Dec. 22, 2003) (same); *In re Peregrine Systems, Inc.*, No. 02-12740 (JKF) (Bankr. D. Del. Sept. 24, 2002) (authorizing debtors to maintain customer lists under seal); *In re*

Exide Tech., No. 02-11125 (KJC) (Bankr. De. Del. May 10, 2002) (authorizing debtors to maintain certain contracts containing customer information under seal).²

18. Based upon the foregoing, and the fact that disclosure of the Confidential Information would detrimentally disadvantage the Debtors' restructuring efforts, the Debtors submit that the relief requested herein is necessary and appropriate, is in the best interests of the Debtors' estates and creditors, and should be granted in all respects.

Notice

19. The Debtors will provide notice of this motion to: (a) the Office of the U.S. Trustee; (b) proposed counsel to the Creditors' Committee; (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) counsel to PRG; (k) the United States Attorney's Office for the District of Delaware; (l) the Internal Revenue Service; (m) the office of the attorneys general for the states in which the Debtors operate; and (n) any party that has requested notice pursuant to Bankruptcy Rule 2002. 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]

² Due to 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.

WHEREFORE, the Debtors respectfully request that the Court enter the Order granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Dated: July 9, 2018
Wilmington, Delaware

/s/ Domenic E. Pacitti

Domenic E. Pacitti (DE Bar No. 3989)

KLEHR HARRISON HARVEY BRANZBURG LLP

919 North Market Street, Suite 1000

Wilmington, Delaware 19801

Telephone: (302) 426-1189

Facsimile: (302) 426-9193

-and -

Morton Branzburg

KLEHR HARRISON HARVEY BRANZBURG LLP

1835 Market Street, Suite 1400

Philadelphia, Pennsylvania 19103

Telephone: (215) 569-2700

Facsimile: (215) 568-6603

-and-

James H.M. Sprayregen, P.C.

Ryan Blaine Bennett (admitted *pro hac vice*)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Email: james.sprayregen@kirkland.com

ryan.bennett@kirkland.com

- and -

Joshua A. Sussberg, P.C.

Cristine Pirro (admitted *pro hac vice*)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Email: joshua.sussberg@kirkland.com

cristine.pirro@kirkland.com

Counsel to the Debtors

**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)
)	
	)	Objection Deadline: July 19, 2018 at 4:00 p.m.
	)	(Motion to Shorten to be filed.)
	)	Hearing Date: July 26, 2018 at 10:00 a.m.

**NOTICE OF DEBTORS’ MOTION FOR ENTRY OF AN ORDER
AUTHORIZING THE DEBTORS TO FILE UNDER SEAL CERTAIN
CONTRACTS TO BE ASSUMED LISTED IN THE PLAN SUPPLEMENT**

PLEASE TAKE NOTICE THAT on July 9, 2018 the above-captioned debtors and debtors-in-possession (the “Debtors”), filed the *Debtors’ Motion for Entry of an Order Authorizing the Debtors to File Under Seal Certain Contracts to be Assumed Listed in the Plan Supplement* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (“Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that any responses to the Motion must be in writing and filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and served upon the undersigned, so as to be received **on or before 4:00 p.m. on July 19, 2018.**

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon: (a) the Debtors, 757 West California Avenue, Building

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.

4, Glendale, California 91203, Attn: Lawrence Young; (b) counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Joshua A. Sussberg, P.C. and Cristine Pirro and Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, Illinois 60654, Attn: James H.M. Sprayregen, P.C. and Ryan Blaine Bennett; (c) Delaware co-counsel to the Debtors, Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801, Attn: Domenic E. Pacitti and Klehr Harrison Harvey Branzburg LLP, 1835 Market Street, Suite 1400, Philadelphia, PA 19103 Attn: Morton Branzburg; (d) the Office of the United States Trustee for the District of Delaware, Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: David Buchbinder.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

PLEASE TAKE FURTHER NOTICE THAT IF AN OBJECTION IS PROPERLY FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, A HEARING WILL BE HELD ON **JULY 26, 2018 AT 10:00 A.M. PREVAILING EASTERN TIME BEFORE THE HONORABLE KEVIN GROSS, UNITED STATES BANKRUPTCY JUDGE FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, COURT ROOM #3, 6th FLOOR, WILMINGTON, DELAWARE 19801. ONLY OBJECTIONS MADE IN WRITING AND TIMELY FILED WILL BE CONSIDERED BY THE BANKRUPTCY COURT AT SUCH HEARING.**

Dated: July 9, 2018
Wilmington, Delaware

/s/ Domenic E. Pacitti

Domenic E. Pacitti (DE Bar No. 3989)

KLEHR HARRISON HARVEY BRANZBURG LLP

919 North Market Street, Suite 1000

Wilmington, Delaware 19801

Telephone: (302) 426-1189

Facsimile: (302) 426-9193

-and –

Morton Branzburg

KLEHR HARRISON HARVEY BRANZBURG LLP

1835 Market Street, Suite 1400

Philadelphia, Pennsylvania 19103

Telephone: (215) 569-2700

Facsimile: (215) 568-6603

-and-

Joshua A. Sussberg, P.C.

Cristine Pirro (admitted *pro hac vice*)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

- and –

James H.M. Sprayregen, P.C.

Ryan Blaine Bennett (admitted *pro hac vice*)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

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. 18-10843 (KG)
)	
Debtors.	)	(Jointly Administered)
)	
	)	Re. Docket No.

**ORDER APPROVING DEBTORS’ MOTION FOR ENTRY OF AN ORDER
AUTHORIZING THE DEBTORS TO FILE UNDER SEAL CERTAIN
CONTRACTS TO BE ASSUMED LISTED IN THE PLAN SUPPLEMENT**

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”) to file under seal certain portions of the Debtors’ Plan Supplement; all as more fully set forth in the Motion; and upon the 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 the Debtors having confirmed their consent to the entry of final orders or judgment by this Court pursuant to Bankruptcy Rule 7008 and rule 9013-1(f) of the Local Rules; 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

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.

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

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 certain portions of their Plan Supplement under seal that contain commercial information related to Confidential Information. The material filed under seal shall not be made available to anyone without the consent of the Debtors or further order of this Court; *provided* that the Debtors shall provide unredacted copies of the Plan Supplement to (a) the U.S. Trustee; (b) counsel to the Creditors' Committee; and (c) counsel to the agents or lenders, as applicable, under the Debtors' postpetition and prepetition secured financing facilities.
3. This Order is without prejudice to the rights of any party in interest to seek to declassify and make public any portion of the material filed under seal.
4. The Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Order.

Dated: _____, 2018
Wilmington, Delaware

THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE