

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Vewd Software USA, LLC,¹

Debtors.

Chapter 11

Case No. 21-12065 (MEW)

(Jointly Administered)

Related Docket No. 11

**FINAL ORDER (A) AUTHORIZING THE DEBTORS TO
PAY CERTAIN PREPETITION CLAIMS OF NON-U.S. VENDORS AND SERVICE
PROVIDERS; (B) AUTHORIZING BANKS TO HONOR AND PROCESS CHECK AND
ELECTRONIC TRANSFER REQUESTS; AND (c) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of a final order (the “Order”), (a) authorizing, but not directing, the Debtors to pay, in the ordinary course of business, prepetition claims of certain non-U.S. vendors and service providers (the “Non-U.S. Vendors”), (b) authorizing banks and other financial institutions (collectively, the “Banks”) to honor and process check and electronic transfer requests related to the foregoing, and (c) granting related relief; all as more fully set forth in the Motion; and upon consideration of the First Day Declarations; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b), 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

¹ The Debtors in these chapter 11 cases, for which joint administration has been granted, along with the last four digits of their tax identification numbers, are as follows: Vewd Software USA, LLC (9013); Vewd Software AS (8011); and Last Lion Holdco AS (4926).

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



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 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 on a final basis to the extent set forth herein.
2. The Debtors are hereby authorized, but not required, to pay, in their sole discretion, without further order of this Court, the Vendor Claims in the ordinary course of business up to the aggregate amount of \$190,000 if the Debtors determine that in the absence of making such payment, the Debtors would suffer a loss of value in excess of such payment amount and the Debtors determine that there is a risk of immediate loss of value if they do not make such payment, and to honor and pay obligations to the Non-U.S. Vendors in the ordinary course of business on a postpetition basis.
3. The Debtors may require that any Non-U.S. Vendor accepting payment on account of a prepetition obligation agree to continue to provide goods or services to the Debtors on trade terms agreed upon by the Debtors and such Non-U.S. Vendor. If any such Non-U.S. Vendor thereafter does not continue to provide goods or services to the Debtors on the trade terms agreed upon by the Debtors and such Non-U.S. Vendor, the Debtors reserve all rights to

assert that such payments made were avoidable postpetition transfers pursuant to section 549 of the Bankruptcy Code and recoverable by the Debtors. In the event that the Debtors recover any such funds pursuant to the foregoing sentence, the claim of the Non-U.S. Vendor, as the case may be, shall be reinstated as a prepetition claim in the amount so recovered.

4. Notwithstanding the relief granted in this Order and any payments made or actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of the Debtors' or any other party in interest's right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motion; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code or an admission that such contract or lease is subject to assumption or rejection; (f) a waiver of the Debtors' or any other party in interest's rights pursuant to the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors that any liens or security interests (contractual, common law, statutory, or otherwise) are valid, and the rights of all parties in interest to contest the extent, validity, or perfection of, or seek avoidance of, all such liens and security interests are expressly reserved.

5. Notwithstanding anything contained in the this Order or the Motion, any payment made, and any authorization of the Debtors contained herein shall be subject to the terms and conditions contained in in the interim or final order entered by the Court approving the *Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing the Debtors to (I) Obtain Postpetition Financing, (II) Use Cash Collateral, (III) Grant Senior Secured Liens and Provide Claims with Superpriority Administrative Expense Status and (IV) Grant Adequate Protection to*

the Prepetition Secured Parties, (B) Modifying the Automatic Stay, (C) Scheduling a Final Hearing, and (D) Granting Related Relief (the “DIP Orders”) and any budgets, projections or cash flow forecasts in connection therewith. To the extent there is any inconsistency between the terms of the DIP Orders and any action taken or proposed to be taken by the Debtors hereunder, the terms of the DIP Orders shall control.

6. The Banks are authorized, when requested by the Debtors, in the Debtors’ discretion, to honor and process checks or electronic fund transfers drawn on the Debtors’ bank accounts to pay prepetition obligations authorized to be paid hereunder, whether such checks or other requests were submitted prior to, or after, the Petition Date, provided that sufficient funds are available in the applicable bank accounts to make such payments. The Banks may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this Order, and any such Bank shall not have any liability to any party for relying on such representations by the Debtors, as provided for in this Order.

7. The authorization granted hereby to pay the Vendor Claims shall not create any obligation on the part of the Debtors or their officers, directors, attorneys, or agents to pay the Vendor Claims, and none of the foregoing persons shall have any liability on account of any decision by the Debtors not to pay a Vendor Claim.

8. Nothing herein shall prejudice the Debtors’ rights to request additional authority to pay Vendor Claims.

9. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall create, nor is it intended to create, any rights in favor of, or enhance the status of any claim held by, any person.

10. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

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

12. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

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

Dated: February 1, 2022
New York, New York

/s/ Michael E. Wiles
HONORABLE MICHAEL E. WILES
UNITED STATES BANKRUPTCY JUDGE