

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

In re:

Vewd Software USA, LLC, *et al.*,¹

Reorganized Debtors.

Chapter 11

Case No. 21-12065 (MEW)

(Jointly Administered)

**ORDER (I) CLOSING CERTAIN CHAPTER 11
CASES; (II) GRANTING FINAL DECREES IN CERTAIN
CLOSED CHAPTER 11 CASES; AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors (collectively, the “Debtors” and as reorganized after February 16, 2022, the “Reorganized Debtors”), for entry of an order pursuant to section 350(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3022-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”): (i) closing certain chapter 11 cases; (ii) granting final decrees in certain closed chapter 11 cases; and (iii) granting related relief, all as more fully described in the Motion; and this Court having found that this Court has 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)(2); 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 the Confirmation Order; and no other party having filed or asserted responses to the Motion; and this Court having reviewed the Motion; and this Court hereby finding and determining that (a) the relief sought in the Motion and

¹ The Reorganized 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 herein but not otherwise defined shall have the meanings ascribed to them in the Motion.



granted herein is in the best interests of the Reorganized Debtors, their estates and creditors, and all parties in interest, (b) due and proper notice of the Motion has been given, and (c) the legal and factual bases set forth in the Motion demonstrate sufficient and just cause for the relief granted herein; it is hereby ORDERED THAT:

1. The Motion is granted to the extent set forth herein.

2. Each of the following cases (the “Closing Cases”) shall be closed, effective as of the date of entry of this Order:

- Vewd Software AS, Case No. 21-12066 (MEW); and
- Last Lion Holdco AS, Case No. 21-12067 (MEW).

3. This Order shall serve as a Final Decree for each of the Closing Cases. The Clerk shall enter this Order individually on each of the dockets of the Closing Cases and thereafter such dockets shall be marked as “Closed.”

4. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Closing Debtors:

An order has been entered in accordance with section 350 of the Bankruptcy Code closing the chapter 11 cases of Vewd Software AS, Case No. 21-12066 (MEW) and Last Lion Holdco AS, Case No. 21-12067 (MEW). **All further pleadings and other papers shall be filed, and all further docket entries shall be made, in the case of Vewd Software USA, LLC, Case No. 21-12065 (MEW).**

5. All pending and future matters relating to any of the Debtors, including objections to claims and final fee applications, shall continue to be administered and heard in the case of Vewd Software USA, LLC, Case No. 21-12065 (MEW); provided that, notwithstanding any other provision of this Order, in accordance with Article IV.H of the Plan, Last Lion Holdco AS shall be substituted as the party-in-lieu of any Debtor or Debtors in all matters, including in the administration of the Plan and the calculation and payment of quarterly fees to be paid to the Office

of the United States Trustee for the time period occurring following the entry of this Order, which, for the avoidance of doubt, shall be based solely on the disbursements of Last Lion Holdco AS in administering the Plan.

6. This Court shall retain such jurisdiction as is provided in Article XI of the Plan, which provides for the retention of this Court's exclusive jurisdiction over all matters arising out of, or related to, these chapter 11 cases and the Plan.

7. Entry of this Order is without prejudice to the rights of any Debtor or other party in interest to seek to reopen any of the Closing Cases for cause pursuant to section 350(b) of the Bankruptcy Code.

8. The Reorganized Debtors shall reserve sufficient funds to pay the Office of the United States Trustee the amount of any quarterly fees due pursuant to 28 U.S.C. § 1930 and any applicable interest due pursuant to 31 U.S.C. § 3717, which fees and interest, if any, shall be paid within twenty (20) days of the entry of this Order. Within ten (10) days after the entry of this Order, the Debtors shall provide to the United States Trustee an affidavit indicating cash disbursements from February 1, 2022 to the date that this Order has been entered.

9. Entry of this Order and closure of the Closing Cases shall not be construed in any way as modifying the obligations of the Debtors or the Reorganized Debtors, as applicable, or the rights of Otello Corporation ASA ("Otello") or Martez R. Moore, the Cardwell Estate, MFC and LL Management (each as defined in the Plan and collectively, the "Moore Parties"), as applicable, under (i) the Settlement and Mutual Release Agreement by and between the Debtors and Otello dated January 14, 2022 (the "Otello Settlement"), (ii) the Advisory Services Agreement by and between Reorganized Vewd Software AS and Otello executed pursuant to the Otello Settlement and dated February 16, 2022, (iii) the Settlement and Mutual Release Agreement by and between

the Debtors and the Moore Parties dated December 14, 2021 (the “Moore Settlement”), (iv) the Consulting Agreement by and between Reorganized Vewd Software AS and Executive Management & Consulting Services, LLC executed pursuant to the Moore Settlement and dated February 16, 2022, (v) the Plan, or (vi) the Confirmation Order.

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

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

Dated: March 22, 2022
New York, New York

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