



GRANTED

EFiled: Jun 07 2017 10:21AM EDT
Transaction ID 60697171
Case No. 12722-VCL



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

In re)
)
 RNFL Acquisition, LLC,)
 a Minnesota limited liability company)
)
 Assignor,) C.A. No. 12722- VCL
)
 To:)
)
 DSI Assignments, LLC,)
 a Delaware limited liability company,)
)
 Assignee.)

**[PROPOSED] ORDER GRANTING MOTION TO APPROVE
 (i) THE SALE OF SUBSTANTIALLY ALL OF ASSIGNEE’S
 ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS
 AND ENCUMBRANCES; (ii) DISTRIBUTION OF PROCEEDS;
 AND (iii) RELATED RELIEF**

The Court has considered the *Motion to Approve (i) the Sale of Substantially All Of Assignee’s Assets Free and Clear of Liens, Claims, Interests and Encumbrances; (ii) Distribution of Proceeds; and (iii) Grant Related Relief* (the “**Motion**”) filed by DSI Assignments, LLC (“**Assignee**”), in its sole and limited capacity as assignee for the benefit of creditors of RNFL Acquisition, LLC (“**Assignor**” or “**RNFL**”), seeking entry of an order substantially in conformity with the proposed order attached to the Motion (an “**Order**”) and the Court, having (i) reviewed the Motion, (ii) considered all relevant papers filed in connection therewith, and (iii) considered the statements of counsel and the evidence

presented in support of the Motion, having determined that the legal and factual bases for the requested relief set forth in the Motion is supported by the evidence; and finding that adequate and proper notice of the Motion and opportunity to object and be heard was provided to all creditors (collectively the “**Creditors**”) of RNFL by first class mail at the creditors last known address; and being otherwise duly informed in the premises, the Court hereby finds and orders as follows:

THE COURT HEREBY ORDERS THAT:

1. The Motion is **GRANTED** and the sale of the assets to Sandton, the Asset Purchase Agreement dated May 12, 2017 (the “**APA**”) and all of the terms and conditions thereto and documents associated therewith are **APPROVED**.

2. Assuming all conditions to Closing as set forth in the APA are met, Assignee is authorized and empowered to take such steps, expend such sums of money, and do such other things as may be necessary to implement and effect the terms and requirements established by this Order.

3. Effective upon Closing, the conveyance of the assets by the Assignee to Sandton shall (i) constitute a legal, valid, and effective transfer of the assets: (ii) and vests Sandton with all right, title, and interest of RNFL and the Assignee in and to the assets, free and clear of all claims with such claims to attach to the proceeds of the sale of the assets (the “Proceeds”); and (iii) this Order shall

constitute a determination that all claims of any kind or nature relating to RNFL are barred and enjoined as against the assets of Sandton.

4. The Proceeds are directed to be distributed in the following order of priority:

First, to the Assignee:	\$190,626.43
Second, to Assignee's Counsel:	\$99,482.24
Third, to MVC:	\$19,587,913.33

5. This Court retains jurisdiction, pursuant to its statutory powers under 10 Del C. 7381 *et seq.* to, among other things, interpret, implement, and enforce the terms and provisions of this Order and APA and documents entered into in connection therewith.

IT IS SO ORDERED, this _____ day of _____, 2017.

Vice Chancellor

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: J Travis Laster

File & Serve

Transaction ID: 60676709

Current Date: Jun 07, 2017

Case Number: 12722-VCL

Case Name: In re RNFL Acquisition, LLC to DSI Assignments, LLC

Court Authorizer: Laster, J Travis

/s/ **Judge Laster, J Travis**