



GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

In re:

GEARBOX, LLC,
a Delaware limited liability company,

Assignor,

To:

GEARBOX ABC, LLC
a Delaware series limited liability
company,

Assignee.

C.A. No. 2021-0005-KSJM

**ORDER WAIVING CERTAIN APPRAISAL
REQUIREMENTS UNDER 10 DEL. C. § 7382**

Upon consideration of the motion (the “**Motion**”) of Gearbox ABC, LLC (the “**Assignee**”), solely in its capacity as the Assignee of Gearbox, LLC (“**Gearbox**” or “**Assignor**”) under the general assignment for the benefit of Assignor’s creditors dated December 31, 2020 (the “**Assignment**”), for the entry of an order waiving certain appraisal requirements set forth in 10 *Del. C.* § 7382 and good and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The requirement set forth in 10 *Del. C.* § 7382 related to the appointment of appraisers is waived.

3. The Court shall retain exclusive jurisdiction to hear any matter or dispute arising from or related to this Order.

DATED: _____, 2021

VICE CHANCELLOR KATHALEEN S. MCCORMICK

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

Court: DE Court of Chancery Civil Action

Judge: Kathaleen St Jude McCormick

File & Serve

Transaction ID: 66288232

Current Date: Feb 08, 2021

Case Number: 2021-0005-KSJM

Case Name: Gearbox, LLC a Delaware limited liability company To: Gearbox ABC, LLC, a Delaware series limited liability company

Court Authorizer: Kathaleen St Jude McCormick

/s/ Judge Kathaleen St Jude McCormick