

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

In re:

MEDIAMATH HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10882 (LSS)

(Jointly Administered)

Ref. Docket Nos. 83, 86, 177, 178, 192, 193 & 194

**ORDER AUTHORIZING AND APPROVING PROCEDURES FOR SETTLING
CERTAIN THIRD PARTY CLAIMS HELD BY THE DEBTORS**

Upon consideration of the motion (the “**Motion**”)² filed by the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for the entry of an order, pursuant to sections 105(a), 362, and 363 of the Bankruptcy Code and Bankruptcy Rule 9019, authorizing and approving procedures for settlement of Third Party Claims, as revised pursuant to the *Notice of Filing Revised Proposed Procedures for Settling Certain Third Party Claims Held by the Debtors* (the “**Revised Settlement Procedures**”) [Docket Nos. 193 & 194]; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and it appearing that this Court has jurisdiction to consider the Motion in accordance with 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 as of February 29, 2012; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: MediaMath Holdings, Inc. (2425), MediaMath, Inc. (1297), MediaMath Ventures, LLC (4588), Adroit DS, LLC (0700), Searchlight MM Topco, L.P. (9412), Searchlight MM Topco GP, LLC (N/A), and Searchlight MM Holdings, LLC (5372). The Debtors’ address is MediaMath, Inc., c/o Epiq Corporate Restructuring, LLC, P.O. Box, 4420, Beaverton, Oregon 97076-4420.

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

that the relief requested in the Motion and provided for herein is in the best interest of the Debtors, their estates, and creditors; 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 Revised Settlement Procedures are hereby approved in all respects.
3. The Debtors' grant of settlement authority to their receivables servicer, Hilco Receivables, LLC ("**Hilco**"), is hereby approved, *provided that*, such grant of settlement authority to Hilco shall not exceed the scope of the Settlement Procedures contained in this Order nor shall such authority be exercised in a manner inconsistent with this Order.
4. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
5. Nothing in the Motion or this Order shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, a waiver of the right to dispute any claim, or an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code.
6. Notwithstanding any applicability of Bankruptcy Rules 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.