

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

	X	
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In re:	:	Chapter 11
	:	
Ambri Inc., ¹	:	Case No. 24-10952 (____)
	:	
Debtor.	:	
	:	
	X	

**MOTION OF DEBTOR FOR ENTRY OF INTERIM AND FINAL ORDERS
(I) AUTHORIZING THE DEBTOR TO REDACT CERTAIN PERSONALLY
IDENTIFIABLE INFORMATION AND (II) GRANTING RELATED RELIEF**

The above-captioned debtor and debtor-in-possession (the “Debtor”), seeks entry of interim and final orders, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B** (respectively, the “Interim Order” and the “Final Order”), (i) authorizing the Debtor to redact certain personally identifiable information, and (ii) granting related relief. In support hereof, the Debtor relies upon and incorporates by reference the *Declaration of Nora Murphy in Support of the Debtor’s Chapter 11 Petition and First Day Pleadings* (the “Murphy First Day Declaration”), and the *Declaration of Robin Chiu in Support of the Debtor’s Chapter 11 Petition and First Day Pleadings* (the “Chiu First Day Declaration”),² filed contemporaneously herewith. In further support of this motion (this “Motion”), the Debtor respectfully states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the

¹ The Debtor’s mailing address is 53 Brigham Street, Unit 8, Marlborough, MA 01752, and the last four digits of the Debtor’s federal tax identification number are 0023.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Murphy First Day Declaration or Chiu First Day Declaration, as applicable.

District of Delaware, dated February 29, 2012. This is a core proceeding under 28 U.S.C. § 157(b), and pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtor confirms its consent to the entry of a final order or judgment by the Court with respect to this Motion to the extent it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 105(a), 107(c), and 521 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), rules 1007, 2002, 3017(d), and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rules 1001-1(c), 1007-2, 1007-2, 2002-1, 9013-1(m), and 9018-1(d).

GENERAL BACKGROUND

4. On the date hereof (the “Petition Date”), the Debtor filed a voluntary petition for relief pursuant to chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”). The Debtor is operating its business and managing its properties as a debtor-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made, and no official committees have been appointed, in this Chapter 11 Case.

5. The Debtor is a pre-revenue Liquid MetalTM battery technology company working to become a leading global provider of long-duration, grid-scale, energy storage that can solve the most critical issues facing today’s electricity grid and enable wide-spread adoption of intermittent renewable energy as a 24-7 power source. The company is developing batteries that are expected to be low-cost, highly reliable, extremely safe, degrade only minimally over their lifespan, and can shift fundamentally how power grids operate and source their power, thereby contributing to the goal of a cleaner energy future. Because of its promise, the Debtor grew quickly between 2021

and 2023, raising approximately \$150 million in equity financing in its Series E capital raise from blue-chip investors who chose to support and fund the Debtor's technology development and commercialization. Capitalizing on its fundraising successes and technological advances, the Debtor decided to expand its business from research and development (with a goal of licensing) to also include high-volume manufacturing. To scale effectively and meet its new goals, the Debtor took on substantial costly obligations including an increased employee census, an expanded real estate footprint, and millions of dollars in construction costs to build out what was supposed to be the Debtor's first high-volume manufacturing pilot facility.

6. Like many pre-revenue companies in the renewable energy space, that initial growth was interrupted by an incredibly challenging fundraising environment. In the fall of 2023, despite strong interest from certain material investors, the Debtor was unable to complete a Series F financing round that would have enabled it to meet cell development milestones and complete manufacturing initiatives. When the Series F financing fell through, the Debtor approached its existing investors to explore whether they would be willing to provide the Debtor with bridge funding through the issuance of secured notes. At that time, the Debtor forecasted that it would need approximately \$50 million in financing to fund operations through key development milestones in its quest to achieve a "Prototype Design Concept" of an E3-Cell. Despite its efforts, the Debtor was only able to secure commitments of approximately \$42 million of its \$50 million goal (due to one of its larger existing investors declining to participate in its pro rata portion of the financing), leaving it with a shortfall of nearly \$8 million against its business plan. Without additional funding or significant concessions from its vendors and contract counterparties, the Debtor concluded that the filing of this Chapter 11 Case and the pursuit of a value maximizing sale process was its only viable option.

7. Additional factual background regarding the Debtor, including its business operations, its corporate and capital structure, and the events leading to the filing of this Chapter 11 Case, is set forth in detail in the Murphy First Day Declaration or Chiu First Day Declaration, as applicable.

RELIEF REQUESTED

8. The Debtor seeks entry of the Interim Order and the Final Order: (i) authorizing the Debtor to redact certain personally identifiable information; and (ii) granting related relief.

BASIS FOR RELIEF

I. Redaction of Certain Confidential Information of Individuals Is Warranted.

9. Section 107(c) of the Bankruptcy Code provides that the Court:

for cause, may protect an individual, with respect to the following types of information to the extent the court finds that disclosure of such information would create undue risk of identity theft or other unlawful injury to the individual or the individual's property:

(A) any means of identification . . . contained in a paper filed, or to be filed, in a case under [the Bankruptcy Code].

(B) other information contained in a paper described in subparagraph (A).

11 U.S.C. § 107(c)(1).

10. It is appropriate to authorize the Debtor to redact from any paper filed or to be filed with the Court in the Chapter 11 Case, including the Debtor's creditor matrix (the "Creditor Matrix"), the schedules of assets and liabilities and the statements of financial affairs (collectively, the "Schedules and Statements"), and any related affidavits of service, and any other documents filed with the Court, the home and email addresses of individual creditors—including the Debtor's employees and independent contractors—such information can be used to perpetrate identity theft and phishing scams or to locate survivors of domestic violence, harassment, or stalking—exposing the Debtor to potential civil liability and significant financial penalties.

11. Redaction is necessary to protect information that would create “undue risk of identity theft or other unlawful injury to the individual or the individual’s property.” 11 U.S.C. § 107(c)(1). The risk in relation to 11 U.S.C. § 107(c)(1) is not merely speculative. In at least one chapter 11 case in Delaware, the abusive former partner of a Debtor’s employee used the publicly accessible creditor and employee information filed in the chapter 11 case to track the employee at her new address that had not been publicly available until then, forcing the employee to change addresses again.³ More recently, in a chapter 11 case in the Southern District of New York, at least four phishing scams have been uncovered,⁴ including two where scammers first posed as associates of debtor’s counsel using fake email accounts purportedly from debtor’s counsel and requested that individual creditors reply with their account and other personal information and another where scammers posed as the debtor’s claims agent and requested the same information from individual creditors.

12. The Debtor proposes to provide an unredacted version of the Creditor Matrix and any other filings redacted pursuant to the proposed order to (a) the Court, the U.S. Trustee, and counsel to any official committee appointed in the Chapter 11 Case, and (b) any party in interest upon a request to the Debtor (email is sufficient) or to the Court that is reasonably related to the Chapter 11 Case. Nothing herein precludes a party in interest’s right to file a motion requesting that the Court unseal the information redacted by the orders. In addition, the Debtor will distribute, as applicable, any notices that are received at the Debtor’s corporate headquarters and are intended for a current employee.

³ The incident, which took place during the first *Charming Charlie* chapter 11 proceedings in 2017, is described in the “creditor matrix motion” filed in *Charming Charlie Holdings Inc.*, Case No. 19-11534 (CSS) (Bankr. D. Del. Jul. 11, 2019), ECF No. 4.

⁴ See *In re Celsius Network, LLC*, Case No. 22-10964 (MG), Docket Nos. 1527, 1904, 1992, 2082.

13. Courts in this jurisdiction have granted the relief requested herein in comparable Chapter 11 Cases. *See, e.g., In re Charge Enterprises, Inc.*, No. 24-10349 (TMH) (Bankr. D. Del. Mar. 11, 2024) (authorizing the debtor to redact the home addresses of individual creditors and interest holders on its creditor matrix and any other paper filed with the court); *In re Restoration Forest Products Group, LLC*, No. 24-10120 (KBO) (Bankr. D. Del. Feb. 22, 2024) (authorizing the debtors to redact the home and email addresses of individuals listed on the creditor matrix, schedules and statements, and other documents filed with the court); *In re Humanigen, Inc.*, No. 24-10003 (BLS) (Bankr. D. Del. Jan. 29, 2024) (same); *In re DeCurtis Holdings LLC*, No. 23-10548 (JKS) (Bankr. D. Del. May 2, 2023) (same); *In re Boxed, Inc.*, No. 23-10397 (BLS) (Bankr. D. Del. Apr. 6, 2023) (same).

14. In addition to granting the requested relief, courts in this district have also expounded on the importance of authorizing debtors to redact individual creditors' personally identifiable information, including home addresses in particular. In *Art Van Furniture*, in overruling the objection of the U.S. Trustee to the same redaction relief proposed here, then-Chief Judge Sontchi noted that the proposed redaction is not a "burden of proof" issue so "much as a common sense issue." Hr'g Tr. at 25:6–7, *In re Art Van Furniture, LLC*, No. 20-10533 (CSS) (Bankr. D. Del. Mar. 2020).⁵ Judge Sontchi found that "at this point and given the risks associated with having any kind of private information out on the internet, [redaction] has really become routine [and] I think obvious relief." *Id.* at 25:13–16. Similarly, in *Clover Technologies*, Judge

⁵ Similarly, Judge Sontchi previously overruled the Delaware U.S. Trustee's objection to the redaction of individuals' information and found that "it's just plain common sense in 2019—soon-to-be 2020—to put as little information out as possible about people's personal lives to present [sic] scams . . . [Identity theft] is a real-life issue, and, of course, the issue of domestic violence is extremely important." Hr'g Tr. at 48:20–22, 49:3–5, *In re Anna Holdings*, No. 19-12551 (CSS) (Bankr. D. Del. Dec. 3, 2019). Notably, Judge Sontchi acknowledged that "the world is very different from [the 1980s] when you and I started practice with the problems of identity theft" and that his perspective had evolved in that he was not previously aware of "the dangers with this kind of information becoming public." *See* Hr'g Tr. at 45:25-46:2, 47:22–24. The Debtor reserve the right to supplement the record with respect to such risks insofar as they are not self-evident in this instance.

Owens overruled the U.S. Trustee's objection, noting that "[t]o me it is common sense. I don't need evidence that there is, at best, a risk of identity theft and worse a risk of personal injury from listing someone's name and address on the internet by way of the court's electronic case filing system and, of course, the claims agent's website The court can completely avoid contributing to the risk by redacting the addresses. And while there is, of course, an important right of access we routinely redact sensitive and confidential information for corporate entities and redact [individuals'] home addresses." Hr'g Tr. at 24:21-25, 25:9-10, *In re Clover Techs. Grp., LLC*, No. 19-12680 (KBO) (Bankr. D. Del. Jan. 22, 2020). And, in *Forever 21*, in overruling the U.S. Trustee's objection, Judge Gross found that "[w]e live in a new age in which the theft of personal identification is a real risk, as is injury to persons who, for personal reasons, seek to have their addresses withheld." Hr'g Tr. at 60:22-25, *In re Forever 21, Inc.*, No. 19-12122 (KG) (Bankr. D. Del. Dec. 19, 2019).

15. For these reasons, the Debtor respectfully submits that cause exists to authorize the Debtor to redact, pursuant to 11 U.S.C. § 107(c)(1), the home and email addresses of individuals on the Creditor Matrix, Schedules and Statements, affidavits of service, and any other documents filed with the Court. Absent such relief, the Debtor (a) may be in violation of applicable data privacy law, thereby exposing it to severe monetary penalties that could threaten the Debtor's operations during this sensitive stage of its restructuring, (b) would unnecessarily render individuals more susceptible to identity theft and phishing scams, and (c) could jeopardize the safety of employees, and other individual creditors or individual equity holders who, unbeknownst to the Debtor, are survivors of domestic violence, harassment, or stalking by publishing their home and email addresses without any advance notice or opportunity to opt out or take protective measures.

NOTICE

16. Notice of the hearing of this Motion has been provided to: (i) the Office of the United States Trustee; (ii) the holders of the thirty (30) largest unsecured claims against the Debtor; (iii) counsel to the Prepetition Secured Parties and the DIP Secured Parties; (iv) the Internal Revenue Service; (v) the United States Attorney's Office for the District of Delaware; (vi) the Securities and Exchange Commission; (vii) the Delaware Secretary of State; (viii) the Delaware State Treasury; and (ix) any party that has requested notice pursuant to Bankruptcy Rule 2002. As this Motion is seeking "first day" relief, within forty-eight (48) hours of entry of an order on this Motion, the Debtor will serve copies of this Motion and any order entered in respect to this Motion as required by Local Rule 9013-1(m). The Debtor submits that, in light of the nature of the relief requested, no other or further notice need be given.

NO PRIOR REQUEST

17. No prior request for the relief sought herein has been made to this or any other court.

CONCLUSION

WHEREFORE, the Debtor respectfully requests that this Court enter the Interim Order and the Final Order granting the relief requested herein and such other and further relief as may be just and proper.

Dated: May 5, 2024
Wilmington, Delaware

POTTER ANDERSON & CORROON LLP

/s/ L. Katherine Good

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Proposed Counsel for Debtor and Debtor-in-Possession

Exhibit A

Proposed Interim Order

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

	X	
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In re:	:	Chapter 11
	:	
Ambri Inc., ¹	:	Case No. 24-10952 (____)
	:	
Debtor.	:	
	:	
	X	

**INTERIM ORDER (I) AUTHORIZING THE
DEBTOR TO REDACT CERTAIN PERSONALLY
IDENTIFIABLE INFORMATION AND (II) GRATING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above captioned debtor and debtor-in-possession (collectively, the “Debtor”) for entry of an order (this “Interim Order”) under sections 105(a), 107(c) and 521 of the Bankruptcy Code, Rules 1007, 2002, 3017(d), and 9007 of the Bankruptcy Rules, and Local Rules 1001-1(c), 1007-2, 1007-2, 2002-1, 9013-1(m), and 9018-1(d) authorizing, but not directing, the Debtor to (i) redact certain personally identifiable information, and (ii) granting related relief, all as more fully set forth in the Motion; and upon the Murphy First Day Declaration and Chiu First Day Declaration; and this Court having jurisdiction over this matter 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 February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); 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 Chapter 11 Case is proper pursuant to 28 U.S.C. §§ 1408

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and 1409; and this Court having found that the Debtor's notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances; and this Court having determined that the legal and factual basis set forth in the Motion establish just cause for the relief granted herein and that such relief is in the best interests of the Debtor, its estate, its creditors and all parties in interest; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT,

1. The Motion is GRANTED on an interim basis as set forth herein.
2. The final hearing on the Motion shall be held on _____, 2024, at ____:____.m., prevailing Eastern Time. Any objections or responses to entry of the Final Order shall be filed with the Court, and served so as to be received by the following parties, by no later than 4:00 p.m., prevailing Eastern Time, on _____, 2024: (i) proposed counsel to the Debtor, (a) Goodwin Procter LLP, 620 Eighth Ave., New York, NY 10018 (Attn: Kizzy L. Jarashow (kjarashow@goodwinlaw.com) and Robert J. Lemons (rlemons@goodwinlaw.com)); (b) Potter Anderson & Corroon LLP 1313 North Market Street, 6th Floor, Wilmington, Delaware 19801 (Attn: L. Katherine Good (kgood@potteranderson.com) and Brett M. Haywood (bhaywood@potter.com)); (ii) Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Joseph Cudia, Esq. (joseph.cudia@usdoj.gov)); (iii) counsel to the Prepetition Secured Parties and the DIP Secured Parties, (a) Kirkland & Ellis LLP, 333 West Wolf Point Plaza, Chicago, IL 60654 (Attn: Christopher S. Koenig (chris.koenig@kirkland.com) and Chad Husnick (chad.husnick@kirkland.com)); (b) Morris Nichols Arsht & Tunnel, 1201 North Market Street, 16th Floor, Wilmington, DE 19899 (Attn: Robert J. Dehney (rdehney@morrisnichols.com)); and

(v) if any statutory committee has been appointed in the Chapter 11 Case, counsel to such committee.

3. The Debtor is authorized to redact on the Creditor Matrix, Schedules and Statements, affidavits of service, and any other documents filed with the Court the home and email addresses of individual persons. The Debtor shall provide an unredacted version of the Creditor Matrix and any other filings redacted pursuant to this Interim Order to (a) the Court, the U.S. Trustee, counsel to any official committee appointed in the Chapter 11 Case, the Debtor's claims and noticing agent, and (b) to any party in interest upon a request to the Debtor (email is sufficient) or to the Court, that is reasonably related to the Chapter 11 Case *provided* that any receiving party shall not transfer or otherwise provide such unredacted document to any person or entity not party to the request. Any party in interest that is not provided with an unredacted version of the applicable document upon request may file a motion with the Court to obtain such document. Nothing herein precludes a party in interest's right to file a motion requesting that the Court unseal the information redacted by this Interim Order.

4. When serving any notice in the Chapter 11 Case on the Debtor's employees, the Debtor's proposed claims and noticing agent, and, where applicable, the Clerk of the Court, shall use the employee's home address. Nothing in this Interim Order shall waive or otherwise limit the service of any document upon or the provision of any notice to any individual person solely because such individual's residential address is sealed or redacted pursuant to this Interim Order. Service of all documents and notices upon individual persons whose residential address is sealed or redacted pursuant to this Interim Order shall be made to their residential addresses and confirmed in the corresponding certificate of service.

5. The Debtor is authorized and empowered to take all actions necessary to implement the relief granted in this Interim Order.

6. Nothing in this Interim Order authorizes the redaction of any information required to be provided on the Top 30 Creditors List.

7. Nothing in this Interim Order shall abrogate the rights, duties, and obligations found under or pursuant to 11 U.S.C. § 107(c)(3).

8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

Exhibit B

Proposed Final Order

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

	x	
	:	
In re:	:	Chapter 11
	:	
Ambri Inc., ¹	:	Case No. 24-10952 (____)
	:	
Debtor.	:	
	:	
	x	

**FINAL ORDER (I) AUTHORIZING THE
DEBTOR TO REDACT CERTAIN PERSONALLY
IDENTIFIABLE INFORMATION AND (II) GRATING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above captioned debtor and debtor-in-possession (collectively, the “Debtor”) for entry of an order (this “Final Order”) under sections 105(a), 107(c) and 521 of the Bankruptcy Code, Rules 1007, 2002, 3017(d), and 9007 of the Bankruptcy Rules, and Local Rules 1001-1(c), 1007-2, 1007-2, 2002-1, 9013-1(m), and 9018-1(d) authorizing the Debtor to (i) redact certain personally identifiable information, and (ii) granting related relief, all as more fully set forth in the Motion; and upon the Murphy First Day Declaration and Chiu First Day Declaration; and this Court having jurisdiction over this matter 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 February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); 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 Chapter 11 Case is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having

¹ The Debtor’s mailing address is 53 Brigham Street, Unit 8, Marlborough, MA 01752, and the last four digits of the Debtor’s federal tax identification number are 0023.

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

found that the Debtor's notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having determined that the legal and factual basis set forth in the Motion establish just cause for the relief granted herein and that such relief is in the best interests of the Debtor, its estate, its creditors and all parties in interest; and upon all of the proceedings had before the Court after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is GRANTED on a final basis, as set forth herein.
2. The Debtor is authorized to redact on the Creditor Matrix, Schedules and Statements, affidavits of service, and any other documents filed with the Court the home and email addresses of individual persons. The Debtor shall provide an unredacted version of the Creditor Matrix and any other filings redacted pursuant to this Final Order to (a) the Court, the U.S. Trustee, counsel to any official committee appointed in the Chapter 11 Case, the Debtor's proposed claims and noticing agent, and (b) to any party in interest upon a request to the Debtor (email is sufficient) or to the Court, that is reasonably related to the Chapter 11 Case *provided* that any receiving party shall not transfer or otherwise provide such unredacted document to any person or entity not party to the request. Any party in interest that is not provided with an unredacted version of the applicable document upon request may file a motion with the Court to obtain such document. Nothing herein precludes a party in interest's right to file a motion requesting that the Court unseal the information redacted by this Final Order.
3. When serving any notice in the Chapter 11 Case on the Debtor's employees, the Debtor's proposed claims and noticing agent, and, where applicable, the Clerk of the Court, shall use the employee's home address. Nothing in this Final Order shall waive or otherwise limit the service of any document upon or the provision of any notice to any individual person solely

because such individual's residential address is sealed or redacted pursuant to this Final Order. Service of all documents and notices upon individual persons whose residential address is sealed or redacted pursuant to this Final Order shall be made to their residential addresses and confirmed in the corresponding certificate of service.

4. All objections to entry of this Final Order, to the extent not withdrawn or settled, are overruled.

5. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of the Local Rules are satisfied by such notice.

6. The Debtor is authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

7. Nothing in this Interim Order authorizes the redaction of any information required to be provided on the Top 30 Creditors List.

8. Nothing in this Interim Order shall abrogate the rights, duties, and obligations found under or pursuant to 11 U.S.C. § 107(c)(3).

9. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.