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March 3, 2023

**BY ECF**

Hon. Michael E. Wiles  
United States Bankruptcy Judge  
United States Bankruptcy Court  
One Bowling Green  
New York, New York 10004

**RE: In re Voyager Digital Holdings, Inc. et al., 22 Civ. 10943 (MEW)**

Dear Judge Wiles:

The Texas State Securities Board and the Texas Department of Banking (“Texas”) files this objection to the language at paragraph number 143 of the Debtors’ Proposed Confirmation Order (“Confirmation Order”) (Dkt. No. 1130) as it expands the releases to which Texas has objected (Dkt. No. 1086), and the additional wording is inconsistent with the order approving the Asset Purchase Agreement (“APA Order”).

Texas requested the following language be included in any order confirming the plan:

“Nothing in this Order, the Disclosure Statement, the Plan, or the Asset Purchase Agreement (“APA”) discharges, releases, precludes, or enjoins: (i) any liability to any governmental unit as defined in 11 U.S.C. § 101(27) (“Governmental Unit”) that is not a “claim” as defined in 11 U.S.C. § 101(5) (“Claim”); (ii) any Claim of a Governmental Unit arising on or after the Confirmation Date; (iii) any police or regulatory liability to a Governmental Unit that any entity would be subject to as the owner or operator of property after the Confirmation Date; or (iv) any liability to a Governmental Unit on the part of any non-debtor. Nor shall anything in this Order, the Disclosure Statement, the Plan, or the APA enjoin or otherwise bar a Governmental Unit from asserting or enforcing, outside this Court, any liability described in the preceding sentence. Nothing in this Order the Disclosure Statement, the Plan, or the Asset Purchase Agreement authorizes the transfer or assignment of any governmental (a) license, (b) permit, (c) registration, (d) authorization, or (e) approval, or the discontinuation of any obligation thereunder, without compliance with all applicable legal requirements and approvals under police or regulatory law. Nothing in this Order, the Disclosure Statement, the Plan, or the APA divests any tribunal of any jurisdiction it may have under police or regulatory law to interpret this Order, the Plan, or the APA to adjudicate any defense asserted under this Order, the Disclosure Statement, the Plan, or the APA.”

However, the Debtors' most recent proposed Confirmation Order changes this requested language by adding reference to the exceptions set out in paragraphs 97 and 99<sup>1</sup> of the Confirmation Order and by stating that "nothing in this paragraph shall affect or limit the exculpation in Article VIII.C of the Plan." (Dkt. 1130 at para. 143).

This additional language acts as a broad release of liability, and effectively nullifies the wording requested by Texas, and, as such, Texas objects.

Further, the language requested by Texas is substantially similar to that already included in the APA Order. However, the Debtors' additional language added to paragraph 143 of the Confirmation Order is not consistent with the provisions in the APA Order because the language in the APA Order provides that liability to governmental units would not be affected.

As such, Texas objects to the language in paragraph 143 of the proposed Confirmation Order, and requests this Court strike it, and add the language as requested by Texas that is consistent with the APA Order already entered by this Court.

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<sup>1</sup> Paragraphs 97 and 99 grant broad exclusions from liability for many different causes of action, including, governmental claims and interests and future injunctive relief.

Dated: March 3, 2023,

Respectfully Submitted,

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