IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: SOLID FINANCIAL TECHNOLOGIES, INC.,[1] Debtor.	Chapter 11 Subchapter V Case No. 25-10669 (BLS) **Re: Doc. No. 26 and 46**

ORDER (I) AUTHORIZING DEBTOR TO RETAIN AND COMPENSATE PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS; AND (II) GRANTING RELATED RELIEF

Upon consideration of the motion (the "Motion")[2] of the above captioned debtor and debtor in possession (the "Debtor") in the above-captioned case (the "Chapter 11 Case") for an order (i) authorizing the Debtor to retain and compensate OCPs on a postpetition basis in accordance with the OCP Procedures, without the need for each OCP to file formal applications for retention and compensation; and (ii) granting related relief, all as more fully set forth in the Motion; and the Court having reviewed the Motion and the First Day Declaration and having heard the statements of counsel regarding the relief requested in the Motion at a hearing before the Court, if any (the "Hearing"); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 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 no other notice need be provided; and this Court having determined

[1] The Debtor in this chapter 11 case, its jurisdiction of organization, and the last four digits of its U.S. taxpayer identification number is: Solid Financial Technologies, Inc., a Delaware corporation (8838). The Debtor's corporate headquarters is located at: 380 Portage Ave, Palo Alto, CA 94306.

[2] Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.

2. The Debtor is authorized, but not directed, in its sole discretion, to retain and compensate OCPs identified on the OCP List, attached as **Exhibit 1** to this Order, in the ordinary course of business pursuant to the following procedures (the "OCP Procedures"):

(a) Within thirty (30) days of the later of (i) the date of entry of the Proposed Order or (ii) the date on which an OCP commences work for the Debtor, such OCP shall cause a declaration, substantially in the form attached as **Exhibit 2** to the Proposed Order (each, a "Declaration in Support"), to be filed with the Court and served upon: (i) the Debtor, Solid Financial Technologies, Inc., 380 Portage Ave., Palo Alto, CA 94306 Attn: Arjun Thyagarajan (arjun@solidfi.com); (ii) proposed counsel to the Debtor, Womble Bond Dickinson (US) LLP, 1313 North Market Street, Suite 1200, Wilmington, DE, 19801 Attn: Matthew P. Ward (matthew.ward@wbd-us.com, Marcy J. McLaughlin Smith (marcy.smith@wbd-us.com), and Todd Atkinson (todd.atkinson@wbd-us.com) (iii) the Subchapter V Trustee, Jami Nimeroff, Esq. (jnimeroff@brownnimeroff.com), Brown Nimeroff LLC, 919 N. Market Street, Suite 420, Wilmington, Delaware 19801; (iv) Office of The United States Trustee, 844 King Street, Suite 2207, Lock Box 35, Wilmington, Delaware 19801, Attn: Hannah J. McCollum, Esq. (hannah.mccollum@usdoj.gov); and (v) to the extent not listed herein, those parties requesting notice pursuant to Rule 2002 of the Bankruptcy Rules (the "Notice Parties").

(b) If a party wishes to object to the retention of an OCP, such party shall, within ten (10) days of the filing of the OCP's Declaration of Support (the "Objection Deadline"), file with the Court a written objection stating, with specificity, the legal and/or factual bases for such objection, and serve such objection upon the Notice Parties and the relevant OCP.

(c) If a timely objection cannot be resolved within fourteen (14) days of its receipt, the matter shall be scheduled for hearing before this Court at the next regularly scheduled omnibus hearing date that is no less than fourteen (14) days from that date or on a date otherwise agreeable to the parties. The Debtor shall not be authorized to retain and compensate such OCP until all outstanding objections have been withdrawn, resolved or overruled by order of this Court.

(d) If no objection is received by the Objection Deadline with respect to any particular OCP, the Debtor shall be authorized to: (i) retain such OCP as of the date such OCP commenced providing services to the Debtor; and (ii) compensate such OCP as set forth below.

(e) If the Debtor seeks to retain an OCP not already listed on **Exhibit 1** to the Proposed Order, the Debtor will file and serve on the Notice Parties a notice stating the intent to retain those additional OCPs (the "OCP List Supplement"), along with the attendant Declaration of Support.

(f) If a party wishes to object to the retention of an OCP listed on an OCP List Supplement, such party shall, within ten (10) days after the filing of the applicable OCP List Supplement, file with the Court and serve on the Objection Recipients a written objection stating, with specificity, the legal and/or factual bases for such objection. If no timely objection to the retention of an OCP listed on an OCP List Supplement is filed with the Court and served on the Notice Parties, the Debtor shall be authorized to: (i) retain such OCP as of the date such OCP commenced providing services to the Debtor; and (ii) compensate such OCP as set forth below.

(g) The Debtor shall be authorized to pay, without formal application to this Court by any OCP, 100% of fees and 100% of disbursements to each of the OCPs retained by the Debtor pursuant to the OCP Procedures upon submission to the Debtor of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date; *provided* that while this Chapter 11 Case is pending, (i) the fees of each OCP set forth on **Exhibit 1** to the Proposed Order, excluding costs and disbursements, may not exceed $15,000 per month, calculated as an average over a rolling three-month period (the "OCP Monthly Cap"). Further, the fees of any OCP shall not exceed $75,000 in the aggregate for the duration of this Chapter 11 Case (the "OCP Cap"). The OCP Cap may be increased by mutual agreement between the Debtor, the Subchapter V Trustee and the U.S. Trustee; *provided* that the Debtor shall file a notice with the Court and serve on the Notice Parties of any such agreed increase.

(h) To the extent that fees and expenses payable to any OCP exceed the OCP Cap, the applicable OCP shall file a fee application (a "Fee Application") with the Court for the amount in excess of the OCP Cap in accordance with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court, unless the U.S. Trustee agrees otherwise.

(i) Beginning on the quarter ending June 30, 2025 and for each quarter thereafter during which this Chapter 11 Case is pending, the Debtor shall within thirty (30) days thereof file with the Court and serve on the Notice Parties a statement with respect to each OCP paid during the immediately preceding quarterly period (the "Quarterly Statement"). Each Quarterly Statement shall include: (i) the name of the OCP; (ii) the total and monthly amount paid as compensation for services rendered and reimbursement of expenses incurred by that OCP during the reported quarter; and (iii) a general description of the services rendered by that OCP.

(j) The Debtor reserves the right to retain additional OCPs from time to time during this Chapter 11 Case by: (i) including such OCPs on an amended version of the OCP List that is filed with the Court and served on the Notice Parties; and (ii) having such OCPs comply with the OCP Procedures.

3. The Debtor is authorized to supplement the OCP List as necessary to add or remove OCPs, from time to time and in their sole discretion, without the need for any further hearing and without the need to file individual retention applications for newly added OCPs. In such event, the Debtor shall file the amended OCP List with the Court and serve such list on the Notice Parties. Each additional OCP listed in the OCP List shall file with the Court and serve a Declaration in Support on the Notice Parties as provided in the OCP Procedures. If no objections are timely filed to any such additional OCP's Declaration in Support, then retention of such OCP shall be deemed approved by the Court pursuant to this Order without a hearing or further order.

4. Nothing contained herein shall affect the Debtor's or any appropriate party in interest's ability to dispute any invoice submitted by an OCP, and nothing contained herein shall preclude the Debtor from seeking authority to pay any OCP in an amount greater than the OCP Caps, subject to the rights of any party in interest to oppose any such request.

5. This Order shall not apply to any professional retained by the Debtor pursuant to a separate order of the Court.

6. Nothing contained in the Motion or this Order, nor any payment made pursuant to the authority granted by this Order, shall constitute or be construed as (a) an admission as to the validity of any claim against the Debtor, (b) a waiver of the Debtor's rights to dispute the amount of, basis for, or validity of any claim against the Debtor, (c) a waiver of any claims or causes of action that may exist against any creditor or interest holder, (d) promise to pay any claim, (e) an approval, assumption, adoption, or rejection of any agreement, contract, program, policy, or lease between the Debtor and any third party under Bankruptcy Code section 365, or (f) otherwise

affecting the Debtor's rights under Bankruptcy Code section 365 to assume or reject any executory contract or unexpired lease.

7. Nothing contained in the Motion or this Order shall be construed to (a) create or perfect, in favor of any person or entity, any interest in cash of the Debtor that did not exist as of the Petition Date, or (b) alter or impair any security interest or perfection thereof, in favor of any person or entity, that existed as of the Petition Date.

8. Nothing in the Motion or this Order, nor as a result of any payment made pursuant to this Order, shall be deemed or construed as a waiver of the right of the Debtor, or shall impair the ability of the Debtor, to contest the validity and amount of any payment made pursuant to this Order.

9. Nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by any party.

10. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

11. The terms and conditions of this Order are immediately effective and enforceable upon its entry.

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

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

Dated: May 2nd, 2025
Wilmington, Delaware

BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

OCP List
$50,000 Monthly Cap

Firm	Address	Area
Quinn Emanuel Urquhart & Sullivan, LLP	50 California Street, 22nd Floor San Francisco, CA 94111	Litigation Counsel
Clovity, Inc	11501 Dublin Blvd., Suite 200, Dublin, CA 94568	Accounting/bookkeeping
KLDiscovery Ontrack, LLC	9023 Columbine Rd Eden Prairie, MN 55347-4182	Data management
MiklosCPA	355 S Grand Ave Ste 2450, Los Angeles, CA 90071	Accountants

EXHIBIT 2

Form Declaration in Support

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: SOLID FINANCIAL TECHNOLOGIES, INC.,[1] Debtor.	Chapter 11 Subchapter V Case No. 25-10669 (BLS) **Re: D.I. __**

DECLARATION IN SUPPORT OF ORDINARY COURSE RETENTION

I, ____________, declare under penalty of perjury pursuant to 28 U.S.C. § 1746:

1. I am a [POSITION] of [COMPANY], located at [STREET, CITY, STATE, ZIP CODE] (the "Firm").

2. The debtor and debtor in possession (the "Debtor") in the above-captioned chapter 11 case (this "Chapter 11 Case") has requested that the Firm provide [DESCRIPTION] services to the Debtor, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to this Chapter 11 Case for persons that are parties in interest in this Chapter 11 Case. The Firm, however, does not perform services for any such person in connection with this Chapter 11 Case, or have any relationships with any such person, their attorneys or accountants that would be adverse to the Debtor or its estate.

4. As part of its customary practice, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtor, claimants and parties in interest in this Chapter 11 Case.

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5. Neither I nor any principal, partner, director or officer of, or professional employed by, the Firm, insofar as I have been able to ascertain is a relative of the United States Bankruptcy Judge assigned to this Chapter 11 Case, and the Firm does not have a connection with the United States Bankruptcy Judge that would render the Firm's retention in this Chapter 11 Case improper. Further, the Firm does not have any connection with the Office of the United States Trustee of the District of Delaware (the "U.S. Trustee"), or any persons employed by the U.S. Trustee, or the Subchapter V Trustee.

6. Neither I nor any principal, partner, director or officer of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtor with any other person other than the principal and regular employees of the Firm.

7. Neither I nor any principal, partner, director or officer of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtor or its estate with respect to the matter(s) upon which the Firm is to be employed.

8. The Debtor owes the Firm $________________ for prepetition services, the payment of which is subject to limitations contained in the Bankruptcy Code.

9. As of the Petition Date, the Firm held a prepetition retainer in the amount of $______________. [For firms without a retainer: The Firm has waived, or will waive, any prepetition claims against the Debtor's estate.]

10. As of the Petition Date, which was the date on which the Debtor filed this Chapter 11 Case, the Firm [was / was not] party to an agreement for indemnification with the Debtor. [A copy of such agreement is attached as **Exhibit 1** to this Declaration (the "Agreement").] I have reviewed the OCP Order and related procedures and understand that the indemnification

provisions set forth in the Agreement are subject, during the pendency of this Chapter 11 Case, to the modifications set forth in the OCP Order and related procedures.

11. The Firm has read the OCP Order and related procedures and understands the limitation on compensation and reimbursement of expenses. Specifically, the Firm understands that in the event it exceeds the applicable cap, the Firm will be required to file with the Court a fee application for the amount of its fees and expenses in accordance with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Rules and any applicable order of the Court.

12. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtor, and upon conclusion of that inquiry, or at any time during the period of its employment in this Chapter 11 Case, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: ____________, 2025

____
[Name]
[Position]
[Firm]