



**GRANTED**

EFiled: Aug 30 2018 09:19AM EDT  
Transaction ID 62396914  
Case No. 12843-VCL



**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

B.E. CAPITAL MANAGEMENT	)	
FUND LP,	)	
Petitioner,	)	
	)	
- against -	)	C.A. No. 12843-VCL
	)	
FUND.COM INC.,	)	
	)	
Respondent.	)	

**[PROPOSED] ORDER EQUITABLY  
DISALLOWING NONPUBLICLY TRADED, INCLUDING  
UNEXCHANGED, CLASS A SHARES**

WHEREAS, Thomas Braziel, as Receiver (the “Receiver”) of Fund.com Inc. (the “Company”) has moved to equitably disallow all nonpublicly traded Class A Shares in the Company, including unexchanged Class A Shares, or alternatively equitably subordinate all nonpublicly traded Class A Shares in right to payment to publicly traded Class A Shares;

WHEREAS, due and proper notice of the moving papers has been provided, and no opposition papers were filed or served after a deadline for serving said papers was fixed by the Court;

NOW THEREFORE, IT IS HEREBY ORDERED all Class A Shares listed on the registry of the Company’s stock transfer agent, as annexed to the Receiver’s moving papers, save those registered in the name of Cede & Co., are hereby

disallowed, and no record holder of Class A Shares other than Cede & Co. shall be entitled to a distribution on account thereof.

SO ORDERED THIS \_\_\_\_ day of \_\_\_\_\_, 2018.

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Vice Chancellor J. Travis Laster

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

**Court:** DE Court of Chancery Civil Action

**Judge:** J Travis Laster

**File & Serve**

**Transaction ID:** 62326203

**Current Date:** Aug 30, 2018

**Case Number:** 12843-VCL

**Case Name:** BE Capital Management Fund LP vs Fund.com Inc

**Court Authorizer:** Laster, J Travis

**/s/ Judge Laster, J Travis**