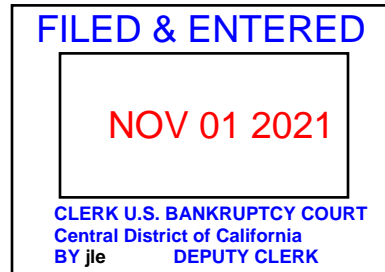


1 Mark S. Horoupian (CA Bar No. 175373)  
mhoroupian@sulmeyerlaw.com  
2 **SulmeyerKupetz**  
A Professional Corporation  
3 333 South Grand Avenue, Suite 3400  
Los Angeles, California 90071  
4 Telephone: 213.626.2311  
Facsimile: 213.629.4520

5 Attorneys for Broadway Advisors, LLC,  
6 In Its Capacity as Plan Agent



7  
8 **UNITED STATES BANKRUPTCY COURT**  
9 **CENTRAL DISTRICT OF CALIFORNIA, SANTA ANA DIVISION**

10 In re

11  MEADE INSTRUMENTS CORP., a  
Delaware corporation,

12 Reorganized Debtor

13  SUNNY OPTICS, INC., a Delaware  
14 corporation,

15 Debtor in Possession

16  All Debtors.

Case No. 8:19-bk-14714-MW

(Jointly Administered with  
Case No. 8:19-bk-14711-MW)

Chapter 11

**ORDER APPROVING SETTLEMENT  
BETWEEN REORGANIZED DEBTOR,  
SHEPPARD MULLIN RICHTER &  
HAMPTON, LLP, ET AL.**

[No Hearing Requested]

**[Relates to Dkt No. 452]**

17  
18  
19  
20 The "Motion For Order Approving Settlement Between Reorganized Debtor, Sheppard  
21 Mullin Richter & Hampton, LLP, et al; Memorandum Of Points And Authorities; Declarations of  
22 Alfred M. Masse and Brandon Krueger in Support Thereof" [Dkt No. 452] (the "Motion")<sup>1</sup> by  
23 Broadway Advisors, LLC ("Broadway" or "Plan Agent"), the Plan Agent appointed under the  
24 confirmed First Amended Plan of Reorganization (the "Plan"), for an order approving the  
25 settlement (the "Settlement") pursuant to that certain Full and Final Settlement Agreement and  
26

27 <sup>1</sup> Capitalized terms used but not otherwise defined in this Order shall have the meanings ascribed  
28 to such terms in the Motion or the Settlement Agreement, as applicable.

**SulmeyerKupetz**, A Professional Corporation  
333 SOUTH GRAND AVENUE, SUITE 3400  
LOS ANGELES, CALIFORNIA 90071  
TEL 213.626.2311 • FAX 213.629.4520

1 Mutual General Releases (the “Settlement Agreement”), a copy of which is attached to the Motion  
2 as Exhibit 1, by and between, on the one hand, Meade Instruments Corp., as Debtor and  
3 Reorganized Debtor (the “Reorganized Debtor” or “Claimant”) and, on the other hand, the law  
4 firm Sheppard Mullin Richter & Hampton LLP (“SMRH”) and the individuals Michael  
5 Scarborough, Leo D. Caseria, Dylan Ballard, and Will Chuchawat (together with SMRH, the  
6 “Respondents” and collectively with the Claimant, the “Parties”), including the declarations in  
7 support thereof, came on regularly before the Court, the Honorable Mark Wallace, United States  
8 Bankruptcy Judge presiding.

9       There being no opposition to the Motion, and the Court having jurisdiction to consider the  
10 Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b); and  
11 consideration of the Motion and the relief requested therein being a core proceeding under 28  
12 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and  
13 1409; and due and proper notice of the Motion having been provided, and it appearing that no  
14 other or further notice need be provided; and the Court having reviewed the Motion; and after due  
15 deliberation, the Court having determined that the legal and factual basis set forth in the Motion  
16 establish good and sufficient cause for the relief granted herein and having found that the  
17 Settlement is fair and reasonable and is in the best interests of the Reorganized Debtor, its estate,  
18 creditors and all parties in interest and otherwise satisfies the factors set forth in In re A & C  
19 Properties, 784 F.2d 1377, 1381 (9th Cir. 1986), and good cause appearing therefore,

20       **IT IS HEREBY ORDERED** as follows:

- 21               1.       The Motion is granted as set forth herein.
- 22               2.       The Plan Agent is authorized and directed to take all steps necessary to  
23 consummate the Settlement.
- 24               3.       The Settlement embodied in the Settlement Agreement, attached as Exhibit  
25 1 to the Motion, is approved in its entirety in all respects pursuant to section 105(a) of the  
26 Bankruptcy Code and Rule 9019 of the Federal Rules of Bankruptcy Procedure and the terms and  
27 provisions of the Settlement Agreement are incorporated fully herein as an order of the Court.
- 28               4.       Within ten (10) business days after this Order becomes a Final Order (as

SulmeyerKupetz, A Professional Corporation  
333 SOUTH GRAND AVENUE, SUITE 3400  
LOS ANGELES, CALIFORNIA 90071  
TEL 213.626.2311 • FAX 213.629.4520

1 defined and provided for in the Settlement Agreement), SMRH shall withdraw the SMRH Proof of  
2 Claim and pay the Claimant the Settlement Amount.

3 5. Each of the provisions, terms and sections of the Settlement Agreement are  
4 hereby approved, ordered adjudged and decreed.

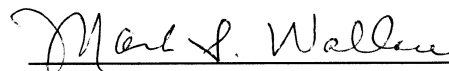
5 6. The Plan Agent is authorized and directed to pay Sall Spencer Callas &  
6 Krueger, a Law Corporation, and Parker Mills, LLP (together the "Special Litigation Counsel") a  
7 total fee of \$1,001,250 from the proceeds of the Settlement in full and final satisfaction of Special  
8 Litigation Counsel's fees under the fee agreement (the "Fee Agreement") previously approved by  
9 this Court. The Special Litigation Counsel have agreed to allocate the fees amongst themselves  
10 pursuant to the Fee Agreement.

11 7. The Court retains jurisdiction to hear and determine all matters arising from  
12 the implementation of this Order and the Settlement Agreement approved herein, including but not  
13 limited to interpreting and enforcing the Settlement Agreement, notwithstanding the entry of a  
14 final decree or closure of the above-captioned Reorganized Debtor's bankruptcy case.

15 8. Nothing in the Motion, the Settlement Agreement, or this Order is intended  
16 to be, nor shall it be deemed or construed as, an admission or finding that any Party has any  
17 liability or obligation to any other Party or third person, except as such obligations are created by  
18 the Settlement Agreement and this Order.

19 ###

20  
21  
22  
23 Date: November 1, 2021

  
Mark S. Wallace  
United States Bankruptcy Judge

SulmeyerKupetz, A Professional Corporation  
333 SOUTH GRAND AVENUE, SUITE 3400  
LOS ANGELES, CALIFORNIA 90071  
TEL 213.626.2311 • FAX 213.629.4520