


ORDERED.

Dated: January 25, 2019



Jerry A. Funk
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION**

In re:

RMS TITANIC, INC., *et al.*,¹

Case No. 3:16-bk-02230-PMG
Chapter 11 (Jointly Administered)

Debtors.

OFFICIAL COMMITTEE OF EQUITY
SECURITY HOLDERS OF PREMIER
EXHIBITIONS, INC.,

Plaintiff,

Adv. Pro. Case No. 3:18-ap-00064-PMG

vs.

MARK A. SELLERS, DOUGLAS BANKER,
RICHARD KRANIAK, JACK H. JACOBS,
DAOPING BAO, SELLERS CAPITAL, LLC,
AND SELLERS CAPITAL MASTER FUND, LTD.,

Defendants.

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867); and Dinosaurs Unearthed Corp. (7309). The Debtors' service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

**CONSENT ORDER GRANTING MOTION TO APPOINT A
RESPONSIBLE PERSON AS SUBSTITUTE PLAINTIFF IN THE
ADVERSARY PROCEEDING AGAINST CERTAIN OF THE DEBTORS'
CURRENT AND FORMER DIRECTORS AND OFFICERS**

THIS PROCEEDING came on for hearing on January 24, 2019 on the *Consent Motion for an Order Appointing a Responsible Person as Substitute Plaintiff in the Adversary Proceeding against Certain of the Debtors' Current and Former Directors and Officers* [D.E. 24] (the “**Motion**”) filed by RMS Titanic, Inc. and certain of its affiliates, as Debtors and Debtors-in-Possession in the above captioned case (collectively, the “**Debtors**”), seeking, among other things, entry of an order (this “**Consent Order**”) pursuant to section 105 and 1107 of the United States Bankruptcy Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), appointing Mark C. Healy of Michael Moecker & Associates, Inc. as a non-trustee fiduciary for the Debtors, solely in the capacity as temporary substitute plaintiff in the adversary proceeding entitled *Official Committee of Equity Security Holders v. Mark A. Sellers, et al.* (AP No. 3:18-ap-00064-PMG) (the “**Adversary Proceeding**”) (in such capacity, the “**Limited Responsible Person**”).

The Court has considered the Motion and all other papers filed in this matter, the facts and circumstances of the above-captioned case, and the arguments and representations of counsel presented at the hearing. Upon consideration of the foregoing, the Court determines that the relief requested in the Motion and granted herein is in the best interest of the Debtors' estates, creditors, stakeholders, and all other parties in interest in these chapter 11 cases. Accordingly, **IT IS ORDERED AS FOLLOWS:**

1. The Motion and the relief requested therein is granted and approved as set forth herein.

2. Immediately upon the United States Trustee's disbandment of the Equity Committee, Mark C. Healy of Michael Moecker & Associates, Inc. is appointed as Limited Responsible Person² for the Debtors pursuant to 11 U.S.C. §§ 327(a), 328(a) and shall immediately (i) have all rights, powers and remedies granted to the Equity Committee under the Standing Order, and (ii) be substituted as party plaintiff in the Adversary Proceeding with all future filings in the Adversary Proceeding styled as:

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION**

In re:

RMS TITANIC, INC. *et al.*,

Debtors.

_____ /

MARK C. HEALY of Michael Moecker & Associates, Inc. in his capacity as Court-Appointed Responsible Person,

Plaintiff,

Case No. 3:16-bk-02230-PMG
Chapter 11

Jointly Administered

Adversary No. 3:16-ap-00064-PMG

vs.

MARK A. SELLERS, DOUGLAS BANKER,
RICHARD KRANIAK, JACK H. JACOBS,
DAOPING BAO, SELLERS CAPITAL,
LLC, and SELLERS CAPITAL MASTER
FUND, LTD.,

² All capitalized terms not defined herein shall have the meaning given thereto in the Motion.

Defendants.

3. As Limited Responsible Person for the Debtors, Mr. Healy shall be empowered to prosecute, defend, and/or settle the Adversary Proceeding; provided, however, that, other than pursuit of the Adversary Proceeding as set forth in the immediately preceding clause, Mr. Healy shall *not*, and is *not* authorized to: (i) perform any of the other duties of a trustee or examiner set forth in Bankruptcy Code sections 1106, 1107, 1108, or elsewhere or (ii) exercise any of the rights and powers of a debtor in possession.

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Attorney Daniel F. Blanks is directed to serve a copy of this Order on all non-CM/ECF interested parties and file a proof of service within 3 days of entry of the Order.

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