

**EXHIBIT A**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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<b>In re:</b>	:	<b>Chapter 11</b>
	:	
<b>ALPHA ENTERTAINMENT LLC,</b>	:	<b>Case No. 20-10940 (LSS)</b>
	:	
<b>Debtor.<sup>1</sup></b>	:	<b>Ref. Docket No. ____</b>
	:	
	-----X	

**ORDER, PURSUANT TO SECTIONS 105(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, APPROVING SETTLEMENT AND STIPULATION BY AND BETWEEN THE DEBTOR, THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF ALPHA ENTERTAINMENT LLC AND VINCENT K. MCMAHON**

Upon the motion (the “*Motion*”),<sup>2</sup> filed by the above-captioned debtor and debtor in possession (the “*Debtor*”), for entry of an order approving the settlement and Stipulation by and between the Debtor, the Official Committee of Unsecured Creditors of Alpha Entertainment LLC (the “*Committee*”) and Vincent K. McMahon; and this Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and this Court having found that venue of this case and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that notice of the Motion has been given as set forth in the Motion and that such notice is adequate and no other or further notice need be given; and this Court

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<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 7778. The Debtor’s mailing address is 600 Steamboat Road, Suite 105, Greenwich, CT 06830.

<sup>2</sup> Capitalized terms used in this Order but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

having found that the relief sought in the Motion is in the best interests of the Debtor, its estate, creditors, and all other parties in interest; and this Court having found that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** as set forth herein and the Stipulation attached hereto as Exhibit 1 is approved in its entirety, pursuant to sections 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019.

2. The Debtor is authorized to enter into the Stipulation, and to take any and all actions necessary and appropriate to consummate the Stipulation, including, without limitation, executing and delivering any documents, agreements or instruments as may be necessary or appropriate to implement the Stipulation.

3. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion, the Stipulation or the implementation of this Order.

**EXHIBIT 1**

**Stipulation**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Case No. 20-10940-LSS
	)	
ALPHA ENTERTAINMENT LLC,	)	Chapter 11
	)	
Debtor.	)	
	)	

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**STIPULATION REGARDING ASSIGNMENT OF ESTATE CLAIMS**

**WHEREAS:** Oliver Luck (“Luck”) has commenced a cause of action against Vincent K. McMahon (“McMahon”) in the United States District Court for the District of Connecticut, Case No. 3:20-cv-00516 (VAB) (the “Connecticut Action”), in which Luck asserts claims under an alleged guarantee against McMahon related to Luck’s now-terminated employment agreement with Alpha Entertainment LLC (the “Debtor”);

**WHEREAS:** Pursuant to the *Agreed Order Granting Oliver Luck’s Motion for Relief from Stay to Join Alpha Entertainment LLC in Connecticut Proceeding*, entered by this court (the “Bankruptcy Court”) on August 7, 2020 (Dkt. No. 355) (the “Agreed Order”), upon the Lift Stay Effective Date (as defined in the Agreed Order), the automatic stay will be lifted to permit Luck to join the Debtor as a nominal defendant in the Connecticut Action;

**WHEREAS:** McMahon has asserted in the Connecticut Action as one of his defenses that Luck breached his contractual obligations to the Debtor and that this breach damaged the Debtor;

**WHEREAS:** McMahon, the Debtor, and the Official Committee of Unsecured Creditors appointed in this case (the “Creditors’ Committee”) have conferred regarding the Connecticut Action and the Debtor’s potential counter-claims against Luck under his former employment agreement; and

**WHEREAS:** McMahon, the Debtor, and the Creditors' Committee have agreed there is an alignment of the interests of McMahon and the Debtor with respect to the Connecticut Action.

**NOW, THEREFORE, IT IS HEREBY STIPULATED AND, UPON APPROVAL OF THE BANKRUPTCY COURT, ORDERED AS FOLLOWS:**

1. Upon the entry of an order by the Bankruptcy Court approving this Stipulation on the docket (the "Effective Date"), and subject to the terms hereof, the Debtor hereby assigns all of its claims against Luck arising from or related to the Connecticut Action to McMahon (collectively, the "Estate Claims"); *provided, however,* that Estate Claims shall not include recovery actions under sections 105(a), 502(d), 510, 542 through 551 and 553 of title 11 of the United States Code.

2. McMahon agrees to assert the Estate Claims on behalf of, and in the name of, Alpha Entertainment LLC as counter-claims against Luck in the Connecticut Action and to undertake the defense of the claims of Luck against the Estate in the Connecticut Action at McMahon's sole cost and expense.

3. To the extent McMahon recovers on the Estate Claims on behalf of Alpha Entertainment LLC, the Debtor (or its successor) will be entitled to 67% of such collected recovery. McMahon and the Debtor agree that any such recovery will not be reduced by McMahon's litigation costs associated therewith, or by McMahon's litigation costs associated with defending the Debtor against claims asserted by Luck against the Estate.

4. McMahon shall have the sole authority to compromise the Estate Claims without further notice to, or Order of, the Bankruptcy Court. In the event that McMahon obtains a defense verdict on the claims asserted against him personally by Luck in the Connecticut Action, he agrees

not to pursue or to make any subrogation claim against the Estate for legal fees and/or costs associated with defending such claims in the Connecticut Action.

5. As part of the assignment of the Estate Claims, McMahon shall have control over the attorney-client privilege of the Debtor, but solely with respect to the defense of Luck's claims and the prosecution of the Estate Claims in the Connecticut Action.

6. This Stipulation may be executed in counterparts (and may be executed by electronic signature), any of which may be transmitted by email, and each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

**Dated: October 27, 2020**

**COUNSEL TO THE DEBTOR**

YOUNG CONAWAY STARGATT &  
TAYLOR, LLP

*/s/ Matthew B. Lunn*

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