

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
DGI Resolution, Inc.¹) Case No. 09-14063 (PJW)
)
)
Debtor.) Re: Docket No. 326, 180, 187, 188


**ORDER APPROVING STIPULATION RESOLVING CLAIMS OF
LANCE THIBAUT, JOY BESSENGER AND KRISTI LANIER**

The above-captioned debtor and debtor in possession (the “Debtor”), Lance Thibault (“Thibault”), Joy Bessenger (“Bessenger”) and Kristi Lanier (“Lanier,” and together with Bessenger, Thibault and the Debtor, the “Parties”), having entered into the *Stipulation Resolving Claims of Lance Thibault, Joy Bessenger and Kristi Lanier* (the “Stipulation”), and the Court having reviewed the Stipulation, and the Court having determined that good cause has been demonstrated for approving the Stipulation;

NOW, THEREFORE, IT IS HEREBY ORDERED as follows:

1. The Stipulation attached hereto as Exhibit 1 is approved;
2. The Parties are hereby authorized to take any and all actions reasonably necessary to effectuate the terms of the Stipulation.
3. The Court shall retain jurisdiction over the implementation and enforcement of the Stipulation and this Order.

Dated: June 1, 2010
Wilmington, Delaware



THE HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE

¹ The debtor in this case, along with the last four digits of the federal tax identification number for the debtor, is DGI Resolution, Inc. (6704).

EXHIBIT 1

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

In re:)	Chapter 11
)	
DGI Resolution, Inc.¹)	Case No. 09-14063 (PJW)
)	
Debtor.)	
)	Re: Docket Nos. 129, 136, 180 and 268
)	

**STIPULATION RESOLVING CLAIMS OF
LANCE THIBAUT, JOY BESSENGER AND KRISTI LANIER**

Lance Thibault (the "Thibault"), Joy Bessenger ("Bessenger") and Kristi Lanier ("Lanier," and together with Thibault and Bessenger, the "Claimants") and the above-captioned debtor and debtor in possession (the "Debtor," and together with the Claimants, each a "Party" and collectively, the "Parties"), by and through their respective undersigned counsel, hereby stipulate and agree to the following (the "Stipulation"):

WHEREAS the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") on November 16, 2009; and

WHEREAS the Office of the United States Trustee for the District of Delaware appointed an official committee of unsecured creditors (the "Committee") on December 1, 2009; and

WHEREAS on December 31, 2009, the Debtor filed its *Motion of the Debtor and Debtor in Possession for Entry of an Order Authorizing Debtor to Reject Change in Control Benefits Plan* [Docket No. 129] (the "Rejection Motion"); and

¹ The debtor in this case, along with the last four digits of the federal tax identification number for the debtor, is DGI Resolution, Inc. (6704).

WHEREAS on January 8, 2010, Thibault filed his *Opposition to Motion of Debtor for Entry of an Order Authorizing Debtor to Reject Change in Control Benefits Plan* [Docket No. 136] (the “Thibault Opposition”); and

WHEREAS on January 11, 2010, Bessenger and Lanier filed their joint *Response in Opposition to the Motion of Debtor and Debtor in Possession for Entry of an Order Authorizing Debtor to Reject Change in Control Benefits Plan* [Docket No. 139] (the “Bessenger and Lanier Opposition”); and

WHEREAS on February 10, 2010, Thibault filed the *Request of Lance Thibault for Allowance of Administrative Expense Claim for Unpaid Post-Petition Obligations* [Docket No. 180] in the above-captioned case asserting an administrative claim in the amount of \$785,161.76 (the “Thibault Claim”); and

WHEREAS on February 19, 2010, Bessenger filed the *Request of Joy Bessenger for Allowance of Administrative Expense Plan Claim for Unpaid Post-Petition Obligations* in the above-captioned case asserting an administrative claim in the amount of \$184,045.55 [Docket No. 187] (the “Bessenger Claim”); and

WHEREAS on February 19, 2010, Lanier filed the *Request of Kristi Lanier for Allowance of Administrative Expense Plan Claim for Unpaid Post-Petition Obligations* in the above-captioned case asserting an administrative claim in the amount of \$273,658.30 [Docket No. 188] (the “Lanier Claim,” and together with the Thibault Claim and the Bessenger Claim, the “Administrative Claims”); and

WHEREAS on April 14, 2010, the Debtor filed its *Objection of the Debtor to Certain Alleged Change of Control Plan Administrative Expense Claims* [Docket No. 268] (the “Objection”), which objected to each of the Administrative Claims; and

WHEREAS, the Debtor, the Committee and the Claimants have conferred about the Rejection Motion, the Thibault Opposition, the Bessenger and Lanier Opposition, the Administrative Claims and the Objection and have agreed to resolve all unresolved issues and any disputed amounts in accordance with the terms of this Stipulation.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between the Parties, as follows:

1. Thibault shall be granted an allowed administrative claim against the Debtor in the amount of \$15,000.00 (the "Thibault Administrative Claim"). Bessenger shall be granted an allowed administrative claim against the Debtor in the amount of \$6,000.00 (the "Bessenger Administrative Claim"). Lanier shall be granted an allowed administrative claim in the amount of \$9,000.00 (the "Lanier Administrative Claim," and together with the Thibault Administrative Claim and the Bessenger Administrative Claim, the "Allowed Administrative Claims").

2. The Allowed Administrative Claims shall be paid in accordance with the terms of the *Debtor's First Amended Chapter 11 Plan of Liquidation* [Docket No. 252] (the "Plan").

3. Each of the Claimants agrees that it does not have, shall not assert and hereby waives any and all other claims they may have against (a) the Debtor or (b) the current or former officers and directors of the Debtor arising from the Administrative Claims or otherwise.

4. Notwithstanding anything to the contrary set forth herein, to the extent that the Claimants have claims for prepetition accrued vacation time up to the statutory maximum of \$10,950.00 under section 507(a)(4)(A) of the Bankruptcy Code, such claims are preserved.

5. This Stipulation may be executed and delivered in two or more counterparts, each of which, when so executed and delivered, shall be the original, but such counterparts together shall constitute but one and the same instrument. Faxed signatures e-mailed in portable document format (.pdf) or other electronic format shall be acceptable and deemed binding as if originals.

6. This Stipulation is the only, sole, entire and complete agreement of the Parties. This Stipulation supersedes any and all agreements, whether written or oral, that may have previously existed between the Parties with respect to the subject matter of this Stipulation. No statements, promises or representations have been made by any Party to any other, or relied upon, and no consideration has been offered, promised, expected or held out other than as may be expressly provided herein.

7. Any ambiguities are not to be construed against any Party solely due to the identity of the drafter.

8. This Stipulation shall not be modified, altered or amended without the prior written consent of all Parties hereto.

9. Each person signing this Stipulation represents and warrants that he/she has been duly authorized and has the requisite authority to execute and deliver this Stipulation on behalf of such Party and to bind his/her respective Party to the terms and conditions of the Stipulation.

Dated: May 25, 2010

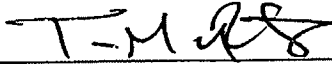
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