

Sean A. O'Neal
Luke A. Barefoot
Jane VanLare
Thomas S. Kessler
CLEARY GOTTLIEB STEEN & HAMILTON LLP
One Liberty Plaza
New York, New York 10006
Telephone: (212) 225-2000
Facsimile: (212) 225-3999

*Counsel to the Debtors
and Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Genesis Global Holdco, LLC, *et al.*,¹
Debtors.

GEMINI TRUST COMPANY, LLC, for itself
and as agent on behalf of the Gemini Lenders,

Plaintiff,

v.

GENESIS GLOBAL CAPITAL, LLC,
Defendant.

Chapter 11

Case No. 23-10063 (SHL)

Related Docket No. 1499

Adv. Proc. No. 23-01192 (SHL)

Related Docket No. 49

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's tax identification number (as applicable), are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); Genesis Asia Pacific Pte. Ltd. (2164R). For the purpose of these Chapter 11 Cases, the service address for the Debtors is 175 Greenwich Street, 38th Floor, New York, NY 10007.

GENESIS GLOBAL CAPITAL, LLC,

Plaintiff,

v.

GEMINI TRUST COMPANY, LLC,
individually and as agent on
behalf of the Earn Users, and
EARN USERS 1-232,824

Defendants.

Adv. Pro. No. 23-01203 (SHL)

Related Docket No. 16

**NOTICE OF CORRECTED EXHIBIT E TO
DEBTORS' MOTION FOR ENTRY OF AN ORDER
APPROVING A SETTLEMENT AGREEMENT AMONG THE DEBTORS,
GEMINI TRUST COMPANY, LLC, THE AD HOC GROUP OF GENESIS
LENDERS, AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

PLEASE TAKE NOTICE that on January 19, 2023, Genesis Global Holdco, LLC and its debtor affiliates, as debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors,” and these cases, the “Chapter 11 Cases”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* with the United States Bankruptcy Court for the Southern District of New York.²

PLEASE TAKE FURTHER NOTICE that on March 19, 2024, the Debtors filed the *Debtors' Motion for Entry of an Order Approving a Settlement Agreement Among the Debtors, Gemini Trust Company, LLC, the Ad Hoc Group of Genesis Lenders, and the Official Committee of Unsecured Creditors* (Chapter 11 Case No. 23-10063, ECF No. 1499; Adv. Pro. No. 23-01192, ECF No. 49; and Adv. Pro. No. 23-01203 ECF No. 16) (the “Gemini Settlement Motion”), seeking entry of an order approving a settlement agreement among the Debtors, Gemini Trust Company, LLC, the Ad Hoc Group of Genesis Lenders and the Official Committee of Unsecured Creditors.

PLEASE TAKE FURTHER NOTICE that Exhibit E to the Gemini Settlement Motion (the “Gemini 9019 Motion Notice”)—which was appended to the Gemini Settlement Motion in connection with the Debtors' request that the Court authorize and direct Gemini to provide notice of the hearing on the Gemini Settlement Motion to the Gemini Lenders by posting on the Gemini Earn Program's website (www.gemini.com/earn), supplemented by an email to each Gemini Lender—inadvertently contained certain typographical errors.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Gemini Settlement Motion.

PLEASE TAKE FURTHER NOTICE that attached hereto as Exhibit A is a corrected version of the Gemini 9019 Motion Notice.

Dated: March 19, 2024
New York, New York

/s/ Luke A. Barefoot
Sean A. O'Neal
Luke A. Barefoot
Jane VanLare
Thomas S. Kessler
CLEARY GOTTlieb STEEN &
HAMILTON LLP
One Liberty Plaza
New York, New York 10006
Telephone: (212) 225-2000
Facsimile: (212) 225-3999

*Counsel to the Debtors
and Debtors-in-Possession*

Exhibit A

Gemini 9019 Motion Notice

Gemini Email

Subject: Notice - Settlement Agreement Between Genesis and Gemini

Hi [NAME],

We are writing to provide you with an update and required notice. Today, Genesis asked the Bankruptcy Court to approve the “settlement in principle” announced on February 28, 2024, which provides for a global settlement with Genesis and other creditors in the Genesis Bankruptcy that will, if approved by the Bankruptcy Court, result in **all Earn users receiving 100% of their digital assets back in kind — approximately 97% in the near term and then the remainder as recoveries are received from Digital Currency Group, Inc. (DCG).**

This notice marks the start of the required Bankruptcy Court approval process necessary for the “settlement in principle” to become effective. **No action is required on your part to benefit from the terms of the settlement.**

As a reminder, this settlement means, for example, that if you had lent one bitcoin in the Earn program (as of November 16, 2022 — the date Genesis suspended redemptions), you will receive one bitcoin back. And it means that **you will receive any and all appreciation of your assets since you lent them into the Earn program.** If approved, we will be returning over \$2 billion in value (at today’s prices) — \$900 million more than when Genesis halted withdrawals.

You can find Genesis’s Motion to Approve the Settlement [here \[link to PDF\]](#), and you can also find Gemini’s Statement in Support of the Settlement [here \[link to PDF\]](#). The settlement itself is Exhibit B to the Motion and starts on page 49 of the Motion PDF.

This required notice is intended to provide you with information regarding the settlement, your recoveries under it, and your right to object to the settlement. Unless you object to the settlement you will be legally bound to its terms pursuant to the Proposed Order attached as Exhibit A to the Motion, which include:

- **Gemini distribution authorization.** The settlement authorizes Gemini to expedite the delivery of your digital assets in kind upon the effectiveness of the settlement. Per the settlement, the return of your digital assets will not be dependent on the outcome or timing of the Genesis Bankruptcy Plan.
- **Initial distribution amount and timeline.** The settlement provides that the initial distributions to you will be approximately 97% of the digital assets owed to you as of the suspension date (November 16, 2022) and that they will occur within a few weeks of the Bankruptcy Court approving the settlement. Your remaining asset balance will be credited in kind to you as recoveries are received from DCG. As part of this settlement Gemini is contributing \$50 million to Earn users’ recoveries, inclusive of the \$40 million referenced in the February 28, 2024 [Earn update](#).

- **Adversary proceeding.** The settlement also resolves the Initial Collateral and Additional Collateral Adversary Proceeding (see February 9, 2024, November 22, and October 27, 2023 updates on the Earn page) and resolves the preference claims against Earn Users. The settlement provides that Genesis waives all preference claims and causes of action against all Earn users.

The Motion here [link to PDF] contains additional information on the terms of the settlement. We encourage you to read the settlement carefully.

Again, no action is required on your part unless you object to the settlement. In that case, objections are due by April 9, 2024 at 4pm ET and must comply with the instructions in the Notice of Motion here [link to PDF]. Creditors who send the Bankruptcy Court an objection that is not signed by an attorney and is not filed on the Bankruptcy Court's docket must comply with the requirements set forth in the Notice of Protocol for Written Communications to the Bankruptcy Court by Creditors, as outlined on page 2 of the Notice of Motion (see December 29, 2023 update on the [Earn update page](#)).

The Bankruptcy Court will consider approval of the settlement at a hearing scheduled for April 16, 2024 at 11am ET. Details for attending the hearing will be posted to the Earn page once they are made available. The settlement will not become effective until it has been approved by the Bankruptcy Court.

As a reminder, you can view the assets that will be returned to you if the settlement is approved by logging into your Gemini account through the Gemini website or the Gemini mobile app and clicking on "pending balance." The settlement provides that all of your assets listed in the "pending balances" will be restored in kind, with approximately 97% being distributed initially and the remainder in full, upon receipt of recoveries from DCG.

Further updates regarding timelines will continue to be posted to the [Earn update page](#) as they become available.

We truly appreciate your patience and support while we continue to advance this process to conclusion.

Gemini Earn Update

Same content.