Docket #0176 Date Filed: 09/24/2026

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
Noble Supply & Logistics, LLC, *et al.*,	Case No. 26-11369 (CTG)
Debtors.[1]	(Jointly Administered)
	Ref. Docket Nos. 8 & 76

CERTIFICATION OF COUNSEL REGARDING REVISED PROPOSED FINAL ORDER (I) AUTHORIZING THE PAYMENT OF CERTAIN TAXES AND FEES AND (II) GRANTING RELATED RELIEF

The undersigned proposed counsel for the debtors and debtors in possession in the above-captioned cases (the "Debtors"), hereby certifies as follows:

1. On August 30, 2026, the Debtors filed the *Debtors Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of Certain Taxes and Fees and (II) Granting Related Relief* [Docket No. 8] (the "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Court"). A proposed form of order approving the Motion on a final basis was attached to the Motion as Exhibit B (the "Proposed Final Order").

2. On September 1, 2026, the Court entered an order approving the Motion on an interim basis [Docket No. 76] (the "Interim Order"). Pursuant to the Interim Order, any objections or responses to entry of the Proposed Final Order were to be filed and served by

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September 21, 2026 at 4:00 p.m. (ET) (as may have been extended by the Debtors for any party, the "Objection Deadline").

3. Prior to the Objection Deadline, the Debtors received informal comments to the Proposed Final Order from the Official Committee of Unsecured Creditors (the "Committee") and the Office of the United States Trustee. No other formal or informal responses or objections to the Proposed Final Order were received.

4. Following discussions with the Committee and the Office of the United States Trustee, the Debtors have agreed to a revised form of order (the "Revised Proposed Final Order"), a copy of which is attached hereto as **Exhibit A**, which resolves the comments of the Committee and the Office of the United States Trustee. For the convenience of the Court and other interested parties, a blackline comparing the Revised Proposed Final Order against the Proposed Final Order is attached hereto as **Exhibit B**.

5. The Committee and the Office of the United States Trustee have no objections to the entry of the Revised Proposed Final Order. As no other objection or responses to the Motion or the Proposed Final Order have been received, the Debtors respectfully request that the Revised Proposed Final Order be entered at the earliest convenience of the Court.

[*Remainder of page intentionally left blank.*]

Dated: September 24, 2026
Wilmington, Delaware

/s/ Jack M. Dougherty

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Exhibit A

Revised Proposed Final Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: Noble Supply & Logistics, LLC, *et al.*, Debtors.[1]	Chapter 11 Case No. 26-11369 (CTG) (Jointly Administered) **Re: Docket No. 8**

FINAL ORDER (I) AUTHORIZING THE PAYMENT OF CERTAIN TAXES AND FEES AND (II) GRANTING RELATED RELIEF

Upon consideration of the motion (the "Motion")[2] of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of a final order (this "Final Order") authorizing, but not directing, the Debtors to (i) to pay certain prepetition taxes and fees and related obligations that are payable to certain state and local taxing and regulatory authorities (the "Authorities"); and (ii) granting related relief, all as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and the United States District Court for the District of Delaware having jurisdiction to consider this Motion under 28 U.S.C. § 1334, which was referred to this Court under 28 U.S.C. § 157 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that this Court may enter a final order consistent with Article III of the United

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[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

States Constitution; and this Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and that no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor; it is **HEREBY ORDERED THAT**:

1. The Motion is **GRANTED** on a final basis as set forth herein.

2. The Debtors are authorized, but not directed, to: (a) negotiate, pay, and remit (or use tax credits to offset) or otherwise satisfy the Taxes and Fees (including corresponding Assessments) that arose or accrued prior to the Petition Date and that will become due and owing in the ordinary course of business during the pendency of the Chapter 11 Cases, at such time when the Taxes and Fees are payable; and (b) negotiate, pay, and remit (or use tax credits to offset) Taxes and Fees that arise or accrue in the ordinary course of business on a postpetition basis—including, for the avoidance of doubt, posting collateral (that is not collateral of the Prepetition Term Loan Agent, the Prepetition Term Loan Lenders, the Prepetition Subordinated Note Agent or the Prepetition Subordinated Note Holders without their prior written consent) or a letter of credit in connection with any dispute related to the Audits or Assessments or paying any Taxes and Fees arising as a result of the Audits or Assessments (including, for the avoidance of doubt,

with respect to kinds of Taxes and Fees otherwise addressed by the Wages Motion); *provided* that notwithstanding anything to the contrary herein or in the Motion, that in the event the Debtors make a payment with respect to any Taxes and Fees for the prepetition portion of any "straddle" amount, and this Court subsequently determines such amount was not entitled to priority or administrative treatment under sections 507(a)(8) or 503(b)(1)(B) of the Bankruptcy Code, the Debtors may (but shall not be required to) seek an order from the Court requiring a return of such amounts.

3. Unless otherwise expressly approved via this Order, the Debtors shall provide to the Official Committee of Unsecured Creditors (the "Committee") advance notice of any tax payment or series of payments that, individually or in aggregate to any single tax authority, totals above $100,000 and any payment made through or on behalf of equity holders.

4. The Debtors shall obtain the consent of the Committee prior to paying any "pass-through entity tax."

5. In the event that the Debtors do become subject to an audit investigation and propose to settle, or if the Debtors intend to voluntarily approach a taxing authority to proactively address an issue by entering into a voluntary disclosure agreement, the Debtors shall provide to the Committee advance notice of, and an opportunity to object to, any such action.

6. The Debtors shall provide to the Committee prior notice of, and shall obtain the consent of the Committee prior to undertaking any Tax Planning Activities with respect to shareholders.

7. Nothing contained in this Final Order authorizes the payment of prepetition fees incurred for services provided by the Tax Service Providers or other tax professionals.

8. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Final Order shall create any rights in favor of, or enhance the status of any claim held by, any of the Authorities, Custom Brokers, or Tax Service Providers.

9. To the extent that the Debtors have overpaid any Taxes and Fees, the Debtors are authorized, but not directed, to seek a refund or credit.

10. The Debtors' right to contest the validity or priority of any Taxes and Fees on any grounds they deem appropriate are reserved and extend to the payment of Taxes and Fees relating to Audits that have been completed, are in progress, or arise from prepetition periods.

11. Nothing contained in the Motion or this Final Order, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with this Final Order) is intended as or shall be construed or deemed to be: (a) an admission as to the amount of, basis for, priority, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's rights to dispute any claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission, or finding that any particular claim is an administrative expense claim, other priority claim, or otherwise of a type specified or defined in the Motion or this Final Order; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver or limitation of any claims, causes of action, or other rights of the Debtors or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law.

12. The requirements of Bankruptcy Rule 6004(a) and the Local Rules with respect to notice of the Motion have been satisfied.

13. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

14. The Debtors are authorized, but not directed, to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

15. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

Exhibit B

Blackline

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: Noble Supply & Logistics, LLC, *et al.*, Debtors.[1]	Chapter 11 Case No. 26-11369 (CTG) (Jointly Administered) **Re: Docket No. 8**

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States Constitution; and this Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and that no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor; it is **HEREBY ORDERED THAT**:

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12. ~~7.~~The requirements of Bankruptcy Rule 6004(a) and the Local Rules with respect to notice of the Motion have been satisfied.

13. ~~8.~~Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

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15. ~~10.~~This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.