Docket #0417 Date Filed: 10/30/2026

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)
	Objection Deadline: November 9, 2026 at 4:00pm (ET) **Hearing Date:** November 16, 2026 at 1:00pm (ET)

DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) AUTHORIZING (A) THE REJECTION OF A CERTAIN UNEXPIRED LEASE OF NONRESIDENTIAL REAL PROPERTY EFFECTIVE AS OF THE REJECTION DATE AND (B) THE ABANDONMENT OF CERTAIN PERSONAL PROPERTY EFFECTIVE AS OF THE REJECTION DATE AND (II) GRANTING RELATED RELIEF

The above-captioned debtors and debtors in possession (collectively, the "Debtors") hereby submit this motion (the "Motion") for entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Proposed Order"), pursuant to sections 105(a), 365(a) and 554(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rules 6004, 6006, and 6007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), (i) authorizing the Debtors to (a) reject the Lease Agreement (defined below), effective as of October 31, 2026 (the "Rejection Date"), (b) abandon any Remaining Property (defined below), if any, located at the Premises (defined below), effective as of the Rejection Date, and (ii) granting related relief. In support of the Motion, the Debtors respectfully state as follows:

[1] The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: Noble Supply & Logistics, LLC (7926); COTS Solutions, LLC (4477); Federal Resources Supply Company, LLC (3636); FRS Holdings, LLC (2327); K.D. Analytical Consulting, LLC (6637); KDA Acquisition, LLC (5870); Noble Defense Corporation (N/A); Noble Equity Holdings, LLC (0851); Noble.com, LLC (4712); Noble Mission Support, LLC (7908); and Tactical & Survival Specialties, LLC (2266). The location of the Debtors' principal place of business and the Debtors' service address in these Chapter 11 Cases is 1 Marina Park Drive, Suite 220, Boston, MA 02210.

26113692610300000000000003

Jurisdiction and Venue

1. The United States District Court for the District of Delaware has jurisdiction over this matter pursuant to 28 U.S.C. §1334, which was referred to the United States Bankruptcy Court for the District of Delaware 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. This is a core proceeding under 28 U.S.C. § 157(b) and, pursuant to Rule 9013-1(f) of the Local Rules of the United States Bankruptcy Court for the District of Delaware, the Debtors consent to entry of final orders or judgments by this Court if it is determined that this Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

2. Venue of these cases and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief requested herein are sections 105(a), 365(a) and 554(a) of the Bankruptcy Code and Bankruptcy Rules 6004, 6006 and 6007.

Relief Requested

4. By this Motion, the Debtors request entry of the Proposed Order (i) authorizing the Debtors to (a) reject the Lease Agreement, effective as of the Rejection Date and (b) abandon any Remaining Property, if any, as of the Rejection Date, and (ii) granting related relief.

Background

5. On August 30, 2026 (the "Petition Date"), each Debtor commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 Cases"). These Chapter 11 Cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b). *See* Docket No. 68.

6. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. On September 16, 2026, the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed an Official Committee of Unsecured Creditors (the "Committee") in the Chapter 11 Cases. *See* Docket No. 128.[2] No trustee or examiner has been appointed in the Chapter 11 Cases.

7. Additional information regarding the circumstances leading to the commencement of these Chapter 11 Cases and information regarding the Debtors' business and capital structure is set forth in detail in the *Declaration of Robert Albergotti, Chief Transformation Officer of Noble Equity Holdings, LLC, in Support of the Debtors' Chapter 11 Petitions and First Day Motions* [Docket No. 14] (the "First Day Declaration"), which is incorporated herein by reference.

The Lease Agreement

8. On October 17, 2022, the Debtors and Expedition III, LLC ("Landlord") entered into a five-year Agreement of Lease (the "Lease Agreement") under which the Debtors lease approximately 2,829 rentable square feet of office space located on the first floor of 46655 Expedition Drive, Lexington Park, Maryland 20653 (the "Premises").

9. As of the Rejection Date, the Debtors will have (i) vacated the Premises and ceased all operations thereon, (ii) provided the Landlord with written notice of their unequivocal intent to surrender the Premises and reject the Lease Agreement, and (iii) surrendered the Premises, including by returning all keys, security codes, and other means of access to the Landlord, together with an unequivocal statement of surrender and abandonment.

10. The Debtors, in consultation with their advisors, have determined that the Lease Agreement is financially burdensome and no longer necessary to the administration of the Debtors'

[2] The U.S. Trustee filed an amended notice appointing the Committee on September 24, 2026. *See* Docket No. 171.

estates. Accordingly, in the exercise of their business judgment, the Debtors seek to reject the Lease Agreement effective as of the Rejection Date in order to preserve and maximize the value of their estates.

The Remaining Property to Be Abandoned

11. In conjunction with the decision to vacate the Premises, the Debtors evaluated any remaining furniture, fixtures, equipment, or other personal property belonging to their estates located at the Premises (the "Remaining Property"). The Debtors have determined that any such property remaining at the Premises is (a) of inconsequential value or (b) burdensome because the cost of removing and storing it for future use, marketing, or sale exceeds its value to the Debtors' estates. The Debtors are not aware of any property at the Premises that contains personally identifiable information. The Remaining Property is not necessary for the administration of the Debtors' estates.

BASIS FOR RELIEF

A. Rejection of the Lease Agreement Is a Sound Exercise of the Debtors' Business Judgment and Should be Authorized.

12. Section 365(a) of the Bankruptcy Code provides that a debtor, "subject to the court's approval, may assume or reject any executory contract or unexpired lease." 11 U.S.C. § 365(a). In determining whether to approve a debtor's request to assume or reject an executory contract or unexpired lease, courts generally defer to the debtor's business judgment. *See N.L.R.B. v. Bildisco & Bildisco*, 465 U.S. 513, 523 (1984) (stating that the traditional standard applied by courts to authorize the rejection of an executory contract is that of "business judgment"); *Sharon Steel Corp. v. Nat'l Fuel Distrib. Corp. (In re Sharon Steel Corp.)*, 872 F.2d 36, 40 (3d Cir. 1989); *In re Buckhead Am. Corp.*, 180 B.R. 83 (Bankr. D. Del. 1995).

13. Courts generally will not second-guess a debtor's business judgment concerning the rejection of an executory contract or unexpired lease. *See In re Trans World Airlines, Inc.*, 261 B.R. 103, 121 (Bankr. D. Del. 2001) ("A debtor's decision to reject an executory contract must be summarily affirmed unless it is the product of bad faith, or whim or caprice."). The "business judgment" test is not a strict standard; it merely requires a showing that either assumption or rejection of the executory contract or unexpired lease will benefit the debtor's estate. *See Bildisco* 682 F.2d at 79 (noting that the "usual test for rejection of an executory contract is simply whether rejection would benefit the estate"), *aff'd*, 465 U.S. 513. Further, "[s]ection 365 enables the [debtor] to maximize the value of the debtor's estate by assuming executory contracts and unexpired leases that benefit the estate and rejecting those that do not." *L.R.S.C. Co. v. Rickel Home Ctrs., Inc. (In re Rickel Home Ctrs., Inc.)*, 209 F.3d 291, 298 (3d Cir. 2000); *see also Stewart Title Guar. Co. v. Old Republic Nat'l Title Ins. Co.*, 83 F.3d 735, 741 (5th Cir. 1996) (section 365 of the Bankruptcy Code "allows a trustee to relieve the bankruptcy estate of burdensome agreements which have not been completely performed").

14. Under the circumstances, rejection of the Lease Agreement effective as of the Rejection Date is an appropriate exercise of the Debtors' business judgment that will reduce financial burdens on the Debtors' estates. The Lease Agreement is financially burdensome and not necessary to the continued operation of the Debtors' business or the Debtors' subsequent wind down and liquidation. Accordingly, any continued performance under the Lease Agreement would constitute an unnecessary depletion of the value of the Debtors' estates. Indeed, the Debtors assert that rejecting the Lease Agreement will result in meaningful savings to their estates. The Debtors respectfully represent that rejecting the Lease Agreement is appropriate under the circumstances and reflects the Debtors' reasonable business judgment.

B. Rejection of the Lease Agreement Effective as of the Rejection Date Is Appropriate.

15. Section 365 of the Bankruptcy Code does not restrict a bankruptcy court from applying rejection retroactively, and courts in this district may, in their discretion, authorize rejection effective as of a date prior to entry of an order where the balance of the equities favors such relief. *See In re Chi-Chi's, Inc.*, 305 B.R. 396, 399 (Bankr. D. Del. 2004); *In re Thinking Machs. Corp.*, 67 F.3d 1021, 1028–29 (1st Cir. 1995). Retroactive rejection is appropriate where, among other things, the premises and keys are surrendered with an unequivocal statement of abandonment to the landlord and the motion is served on the landlord. *See In re Buffets Restaurants Holdings, Inc.*, No. 12-10237 (MFW), 2009 WL 10807315 (Bankr. D. Del. Feb. 27, 2009). Here, the Debtors will surrender the Premises and keys to the Landlord on or before the Rejection Date and are serving this Motion on the Landlord. Absent such relief, the Debtors may incur unnecessary administrative expenses under a lease that provides no benefit to their estates. *See* 11 U.S.C. § 365(d)(3). The Landlord will not be unduly prejudiced.

C. Abandonment of Any Remaining Property Is Authorized by Section 554(a) of the Bankruptcy Code

16. Under section 554(a) of the Bankruptcy Code, a debtor, after notice and a hearing, is authorized to "abandon any property of the estate that is burdensome to the estate or that is of inconsequential value and benefit to the estate." 11 U.S.C. § 554(a). The right to abandon property is virtually unfettered, unless (i) abandonment of the property would contravene laws designed to protect public health and safety, or (ii) the property poses an imminent threat to the public's welfare. *See In re Midlantic Nat'l Bank*, 474 U.S. 494, 501 (1986). Neither of these limitations is relevant under the instant facts.

17. The Debtors seek to abandon any personal property that may still be located at the Premises as any such property is of inconsequential value to the Debtors' estates, and the costs

that will be incurred by the Debtors to remove or store the property will exceed any realistic economic benefit that might be realized by retaining such property. Accordingly, the Debtors have determined that, in the exercise of their sound business judgment, abandonment of any Remaining Property will be in the best interests of the Debtors and their estates.

WAIVER OF BANKRUPTCY RULES 6004(a), 6004(d) AND 6004(h)

18. To implement the foregoing successfully, the Debtors request, to the extent Bankruptcy Rule 6004 is applicable to the relief requested herein, that the Court find that notice of the Motion satisfies Bankruptcy Rule 6004(a) and that the Debtors have established cause to exclude such relief from the 14-day stay period under Bankruptcy Rules 6004(d) and 6004(h) and any other applicable Bankruptcy Rule

RESERVATION OF RIGHTS

19. Nothing contained herein is intended or shall be construed as: (i) an admission as to the validity, amount or priority of any claim against the Debtors; (ii) a waiver of the Debtors' right to dispute any claim; (iii) a promise or requirement to pay any claim; (iv) a waiver of any claim or cause of action of the Debtors that exists against any entity; (v) a ratification or assumption of any agreement, contract or lease under section 365 of the Bankruptcy Code; (vi) a waiver of limitation of the Debtors' rights under the Bankruptcy Code, any other applicable law or any agreement; or (vii) an admission or concession by the Debtors that any lien is valid, and the Debtors expressly reserve and preserve their right to contest the extent, validity or perfection, or seek avoidance of, any lien.

NOTICE

20. The Debtors will provide notice of this Motion to the following parties or their respective counsel: (i) the Landlord; (ii) the United States Trustee for the District of Delaware; (iii) counsel to the Prepetition ABL Agent; (iv) counsel to the Prepetition Term Loan Agent;

(v) counsel to the Prepetition Subordinated Note Agent; (vi) counsel to the Prepetition Subordinated Note Holders; (vii) the Committee; (viii) all parties known to have an interest in any Remaining Property located at the Premises; and (ix) all parties that have requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

NO PRIOR REQUEST

21. No previous request for the relief sought herein has been made to this Court or any other court.

WHEREFORE, the Debtors request entry of the Proposed Order, substantially in the form attached hereto as **Exhibit A**, (a) granting the relief requested herein and (b) granting such other relief as the Court deems appropriate under the circumstances.

Dated: October 30, 2026
Wilmington, Delaware

/s/ Justin R. Alberto

COLE SCHOTZ P.C.
Justin R. Alberto (No. 5126)
Patrick J. Reilley (No. 4451)
Jack M. Dougherty (No. 6784)
500 Delaware Avenue, Suite 600
Wilmington, DE 19801
Telephone: (302) 652-3131
Facsimile: (302) 652-3117
Email: jalberto@coleschotz.com
preilley@coleschotz.com
jdougherty@coleschotz.com

Michael D. Sirota (admitted *pro hac vice*)
Seth Van Aalten (admitted *pro hac vice*)
Sarah A. Carnes (admitted *pro hac vice*)
Anthony De Leo (admitted *pro hac vice*)
1325 Avenue of the Americas, 19th Floor
New York, NY 10019
Telephone: (212) 752-8000
Facsimile: (212) 752-8393
Email: msirota@coleschotz.com
svanaalten@coleschotz.com
scarnes@coleschotz.com
adeleo@coleschotz.com

Co-Counsel to the Debtors
and Debtors in Possession

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
601 Lexington Avenue
New York, NY 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com

-and-

Patrick J. Nash, Jr., P.C. (admitted *pro hac vice*)
Charles B. Sterrett (admitted *pro hac vice*)
333 West Wolf Point Plaza
Chicago, IL 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: charles.sterrett@kirkland.com
patrick.nash@kirkland.com

Co-Counsel to the Debtors
and Debtors in Possession

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)
	Objection Deadline: November 9, 2026 at 4:00pm (ET) **Hearing Date:** November 16, 2026 at 1:00pm (ET)

NOTICE OF DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) AUTHORIZING THE REJECTION OF A CERTAIN UNEXPIRED LEASE OF NONRESIDENTIAL REAL PROPERTY EFFECTIVE AS OF THE REJECTION DATE AND (II) GRANTING RELATED RELIEF

PLEASE TAKE NOTICE that on October 30, 2026, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the *Debtors' Motion for Entry of an Order (I) Authorizing the Rejection of a Certain Unexpired Lease of Nonresidential Real Property Effective as of the Rejection Date and (II) Granting Related Relief* (the "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Court").

PLEASE TAKE FURTHER NOTICE that a copy of the Motion is being served with this notice. A copy of the Motion is also available on (i) the Court's website: www.deb.uscourts.gov and (ii) the website maintained by the Debtors' claims and noticing agent, Kurtzman Carson Consultants, LLC dba Verita Global: https://www.veritaglobal.net/noble.

PLEASE TAKE FURTHER NOTICE that a hearing on the Motion is scheduled for **November 16, 2026 at 1:00 p.m. (prevailing Eastern Time)** before The Honorable Judge Craig T. Goldblatt, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom #5, Wilmington, DE 19801.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion and the entry of an order approving the Motion must be filed on or before **November 9, 2026 at 4:00 p.m. (prevailing Eastern Time) (the "Objection Deadline")** with the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon the following parties so as to be actually received by the Objection Deadline: (i) co-counsel for the Debtors (a) Kirkland & Ellis LLP, 333 West Wolf Point Plaza, Chicago, Illinois 60654, Attn.: Patrick J. Nash, Jr., P.C.

[1] The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: Noble Supply & Logistics, LLC (7926); COTS Solutions, LLC (4477); Federal Resources Supply Company, LLC (3636); FRS Holdings, LLC (2327); K.D. Analytical Consulting, LLC (6637); KDA Acquisition, LLC (5870); Noble Defense Corporation (N/A); Noble Equity Holdings, LLC (0851); Noble.com, LLC (4712); Noble Mission Support, LLC (7908); and Tactical & Survival Specialties, LLC (2266). The location of the Debtors' principal place of business and the Debtors' service address in these Chapter 11 Cases is 1 Marina Park Drive, Suite 220, Boston, MA 02210.

(patrick.nash@kirkland.com) and Charles B. Sterrett (charles.sterrett@kirkland.com); and (b) Cole Schotz P.C., 500 Delaware Avenue, Suite 600, Wilmington, Delaware 19801, Attn.: Justin R. Alberto (jalberto@coleschotz.com), Patrick J. Reilley (preilley@coleschotz.com) and Jack M. Dougherty (jdougherty@coleschotz.com), and 1325 Avenue of the Americas, 19th Floor, New York, New York 10019, Attn.: Seth Van Aalten (svanaalten@coleschotz.com), Sarah A. Carnes (scarnes@coleschotz.com) and Anthony De Leo (adeleo@coleschotz.com); (ii) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801, Attn.: Linda J. Casey (linda.casey@usdoj.gov); and (iii) proposed counsel to the Official Committee of Unsecured Creditors, (a) Brown Rudnick LLP, One Financial Center, Boston, MA 02111, Attn: Tristan Axelrod (taxelrod@brownrudnick.com), Jessica Y. Liong (jliong@brownrudnick.com), and August Dinwiddie (ADinwiddie@brownrudnick.com) and (b) Morris James LLP, 3205 Avenue North Boulevard, Suite 100, Wilmington, Delaware 19803, Attn: Jeffrey R. Waxman (jwaxman@morrisjames.com); and (f) any other party that has requested notice pursuant to Bankruptcy Rule 2002.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

[*Remainder of Page Intentionally Left Blank*]

Dated: October 30, 2026
Wilmington, Delaware

/s/ Justin R. Alberto

COLE SCHOTZ P.C.
Justin R. Alberto (No. 5126)
Patrick J. Reilley (No. 4451)
Jack M. Dougherty (No. 6784)
500 Delaware Avenue, Suite 600
Wilmington, DE 19801
Telephone: (302) 652-3131
Facsimile: (302) 652-3117
Email: jalberto@coleschotz.com
preilley@coleschotz.com
jdougherty@coleschotz.com

Michael D. Sirota (admitted *pro hac vice*)
Seth Van Aalten (admitted *pro hac vice*)
Sarah A. Carnes (admitted *pro hac vice*)
Anthony De Leo (admitted *pro hac vice*)
1325 Avenue of the Americas, 19th Floor
New York, NY 10019
Telephone: (212) 752-8000
Facsimile: (212) 752-8393
Email: msirota@coleschotz.com
svanaalten@coleschotz.com
scarnes@coleschotz.com
adeleo@coleschotz.com

Co-Counsel to the Debtors
and Debtors in Possession

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
601 Lexington Avenue
New York, NY 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com

-and-

Patrick J. Nash, Jr., P.C. (admitted *pro hac vice*)
Charles B. Sterrett (admitted *pro hac vice*)
333 West Wolf Point Plaza
Chicago, IL 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: charles.sterrett@kirkland.com
patrick.nash@kirkland.com

Co-Counsel to the Debtors
and Debtors in Possession

Exhibit A

Proposed Order

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)
	Re: Docket No.

ORDER (I) AUTHORIZING (A) THE REJECTION OF A CERTAIN UNEXPIRED LEASE OF NONRESIDENTIAL REAL PROPERTY EFFECTIVE AS OF THE REJECTION DATE AND (B) THE ABANDONMENT OF CERTAIN PERSONAL PROPERTY EFFECTIVE AS OF THE REJECTION DATE AND (II) GRANTING RELATED RELIEF

Upon the motion (the "Motion")[2] of the above-captioned debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases") for entry of an order, pursuant to sections 105(a), 365(a), and 554(a) of the Bankruptcy Code and Bankruptcy Rules 6004, 6006, and 6007, (i) authorizing the Debtors to (a) reject the Lease Agreement effective as of the Rejection Date and (b) abandon any Remaining Property located at the Premises effective as of the Rejection Date, and (ii) granting certain related relief, all as more fully set forth in the Motion; and the United States District Court for the District of Delaware having jurisdiction over this matter pursuant to 28 U.S.C. § 1334, which was referred to the 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

[1] The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: Noble Supply & Logistics, LLC (7926); COTS Solutions, LLC (4477); Federal Resources Supply Company, LLC (3636); FRS Holdings, LLC (2327); K.D. Analytical Consulting, LLC (6637); KDA Acquisition, LLC (5870); Noble Defense Corporation (N/A); Noble Equity Holdings, LLC (0851); Noble.com, LLC (4712); Noble Mission Support, LLC (7908); and Tactical & Survival Specialties, LLC (2266). The location of the Debtors' principal place of business and the Debtors' service address in these Chapter 11 Cases is 1 Marina Park Drive, Suite 220, Boston, MA 02210.

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

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 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, and 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, if any (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 as set forth herein.

2. Pursuant to sections 105(a) and 365(a) of the Bankruptcy Code, the Lease Agreement is hereby rejected by the Debtors effective as of the Rejection Date.

3. Pursuant to section 554(a) of the Bankruptcy Code, the Debtors are authorized to abandon any Remaining Property located at the Premises, effective as of the Rejection Date. The Landlord and its agents or representatives are authorized to dispose of such abandoned property without further notice or order of the Court and without liability to the Debtors, their estates, or any other party; provided, however, that nothing herein shall impair the rights of any third party with an ownership interest in such property. To the extent applicable, the automatic stay is modified to the extent necessary to permit such disposition.

4. Notwithstanding Bankruptcy Rule 6004(h) or any other Bankruptcy Rule or Local Rule, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

5. The Debtors and the Landlord are authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Order.

6. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.