

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Never Slip Holdings, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10663 (LSS)

(Jointly Administered)

Related Docket Nos. 290, 317

**ORDER GRANTING THE DEBTORS' MOTION FOR ENTRY OF AN ORDER
(I) DISMISSING THE CHAPTER 11 CASES; (II) AUTHORIZING THE DEBTORS TO
ABANDON OR DESTROY CERTAIN BOOKS AND RECORDS; (III) AUTHORIZING
THE DEBTORS TO DISSOLVE; (IV) EXCULPATING CERTAIN PARTIES FROM
LIABILITY IN CONNECTION WITH THE CHAPTER 11 CASES; (V) TERMINATING
ENGAGEMENT OF CLAIMS AGENT; AND (VI) GRANTING RELATED RELIEF**

Upon the *Debtors' Motion for Entry of Orders (I) Establishing Procedures for Payment of Final Fee Applications; (II) Dismissing the Chapter 11 Cases; (III) Authorizing the Debtors to Abandon or Destroy Certain Books and Records; (IV) Authorizing the Debtors to Dissolve; (V) Exculpating Certain Parties from Liability in Connection with the Chapter 11 Cases; (VI) Terminating Engagement of Claims Agent; and (VII) Granting Related Relief* (the "Motion")² of the Debtors pursuant to sections 105(a), 305(a), and 1112(b) of the Bankruptcy Code for the entry of an order (this "Order"): (a) dismissing the Chapter 11 Cases; (b) authorizing, but not directing, the Debtors or their designee to abandon or destroy the Debtors' remaining books and records not taken by the Buyer, subject to the terms herein; (c) authorizing the Debtors to dissolve; (d) exculpating certain parties from liability in connection with the Chapter 11 Cases;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: Never Slip Holdings, Inc. (5010); Never Slip TopCo, Inc. (8956); SHO Holding I Corporation (7699); SHO Holding II Corporation (7738); Shoes For Crews, Inc. (9679); SFC Holdings, Inc. (8908); SFC Holdings, LLC (2357); Shoes for Crews, LLC (2362); SRS/MKS, L.L.C. (7003); Shoes for Crews Canada, Ltd. (0085); SFC Canada, Inc. (1314); and Sunrise Enterprises, LLC (4516). The Debtors' service address is 5000 T-Rex Avenue, Suite 100, Boca Raton, FL 33431.

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

(e) terminating the services of Omni Agent Solutions, Inc. (“Omni”) in the Chapter 11 Cases; and (f) granting related relief; and this Court having reviewed the Motion and having conducted a hearing on the Motion, at which time the Debtors and all parties in interest were given an opportunity to be heard; and it appearing that sufficient notice of the Motion has been given to parties in interest; and the Court having found that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (b) notice of the Motion and the opportunity for a hearing thereon was adequate and sufficient under the circumstances and no other or further notice need be given, (c) the legal and factual bases set forth in the Motion constitute just cause for the relief granted herein, and (d) the relief requested in the Motion is in the best interests of the Debtors’ estates and creditors; and after due deliberation thereon and sufficient cause appearing therefor, it is

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is hereby GRANTED, as set forth herein.
2. All objections to the Motion or the relief requested therein that have not been withdrawn, waived, or settled, and all reservations of rights included therein, are overruled on the merits and denied with prejudice.
3. Pursuant to sections 105(a), 305(a), and 1112(b) of the Bankruptcy Code, each of the Chapter 11 Cases are hereby dismissed effective as of the date of entry of this Order.
4. The Debtors shall file and serve on the U.S. Trustee any remaining monthly operating reports and pay any quarterly fees due and owing pursuant to 28 U.S.C. § 1930(a)(6) in the Chapter 11 Cases within 30 days of the entry of this Order. Entry of this Order is without prejudice to the rights of the U.S. Trustee to reopen the Chapter 11 Cases to seek appropriate relief in the event of an unresolved dispute over the payment of fees pursuant to 28 U.S.C. § 1930(a)(6).

5. Notwithstanding anything to the contrary, including, without limitation, section 349 of the Bankruptcy Code, all prior orders, rulings, orders and judgments of this Court made during the course of the Chapter 11 Cases, including, without limitation, the Sale Order and the DIP Orders, shall remain final and in full force and effect, shall be unaffected by the dismissal of the Chapter 11 Cases, and are specifically preserved for all preclusive purposes, including, without limitation, collateral estoppel and *res judicata*.

6. The Clerk of the Court shall enter this Order individually on each of the dockets of the Chapter 11 Cases and thereafter each docket shall be marked as “Closed.”

7. Entry of this Order is without prejudice to (a) the rights of the Debtors or any other party in interest to seek to reopen the Chapter 11 Cases for cause pursuant to section 350(b) of the Bankruptcy Code, and (b) the right of the Debtors or any other parties in interest to dispute, object to, or resolve all claims that were filed against the Debtors in the Chapter 11 Cases.

8. Pursuant to sections 105(a) and 554 of the Bankruptcy Code and Bankruptcy Rule 6007, the Debtors are authorized, but not directed, to abandon or destroy, or cause to be abandoned or destroyed, any and all Books and Records not taken by the Buyer that remain with the Debtors’ estates as of the date of entry of this Order; provided, however, that any hard copy documents containing personally identifiable information must be shredded and any electronic documents containing personally identifiable information must be destroyed.

9. Upon entry of this Order, Omni, as the Debtors’ claims and noticing agent, is relieved of its responsibilities as the Debtors’ claims and noticing agent in these Chapter 11 Cases; provided, however, that Omni shall provide the services described in this paragraph. Pursuant to Local Rule 2002-1(f)(ix), within fourteen (14) days of entry of this Order, the Claims Agent shall (a) forward to the Clerk of the Court an electric version of all imaged claims, (b) upload the creditor

mailing list into CM/ECF, and (c) docket a combined final claims register in the lead case. Upon receipt by the Clerk of the Court of such documents, Omni is authorized to destroy all hard copies of such information and any related information. Should the Claims Agent receive any mail regarding the Chapter 11 Cases after entry of this Order, the Claims Agent shall collect and forward such mail monthly, to the Debtors; provided, however, that the Claims Agent is authorized to destroy any undeliverable mail, correspondence, or other documents that it has in its possession related to the Debtors, other than the mail referenced in this paragraph.

10. As soon as reasonably practicable after entry of this Order, without the need for further action on the part of this Court and without the need for further corporate action or action of the board of directors of the Debtors, the Debtors shall be authorized to dissolve pursuant to applicable state law. Any officer or other authorized representative of the Debtors, including Mr. James P. Carroll, the Wind-Down Administrator, is authorized to execute and file on behalf of the Debtors all applicable tax returns or other documents necessary and proper to effectuate and consummate the dissolution of the Debtors in accordance with applicable law.

11. From and after the date of entry of this Order, the Debtors, and the directors and officers of the Debtors who served during any portion of the Chapter 11 Cases, and the Debtors' professionals retained in these Chapter 11 Cases (each an "Exculpated Party"), shall be exculpated from any liability for any act taken or omitted to be taken in good faith from the Petition Date through the date of entry of this Order in connection with or related to the Chapter 11 Cases, including but not limited to, the implementation of this Order (other than an act in contravention of this Order), except for any claim or cause of action arising from the fraud, gross negligence, or willful misconduct of such Exculpated Party.

12. Notwithstanding the applicability of any Bankruptcy Rules to the contrary, the terms and conditions of this Order shall be effective and enforceable immediately upon entry of this Order.

13. The Debtors are authorized and empowered to execute and deliver such documents, and to take and perform any and all actions necessary to implement and effectuate the relief granted pursuant to this Order.

14. The Court shall retain jurisdiction with respect to any matters, claims, rights, or disputes arising from or relating to the implementation of any order of this Court entered in the Chapter 11 Cases.

Dated: September 30th, 2024
Wilmington, Delaware


LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

Notice Recipients

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User: admin

Date Created: 9/30/2024

Case: 24-10663-LSS

Form ID: pdfode

Total: 36

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TOTAL: 1

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TOTAL: 16

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