

ENTERED

March 05, 2026

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
KAL AVIATION LLC,	§	Case No. 24-90615 (CML)
	§	
Debtor. ¹	§	<i>(Formerly Jointly Administered</i>
	§	<i>under Lead Case No. 24-90614)</i>

**STIPULATION AND AGREED ORDER BY AND AMONG
THE KAL GUC LIQUIDATING TRUST AND SAMSARA INC.**

[RE: Claim No. 724 and ECF #1075 (Case No. 24-90614)]

This Stipulation and Agreed Order is entered into by and among (i) Province Fiduciary Services LLC, as trustee (the “Trustee”) of the KAL GUC Liquidating Trust (the “Liquidating Trust”), and (ii) Samsara Inc. (“Samsara” or “Claimant,” and together with the Trustee, the “Parties”). The Parties hereby stipulate and agree as follows:

WHEREAS, on December 5, 2024 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Case No. 24-90614 (CML) (Jointly Administered) (the “Bankruptcy Case”) in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Court”).

WHEREAS, on December 6, 2024, the Court entered an Order [Case No. 24-90614, ECF #30] authorizing the Debtors to retain Stretto, Inc. (the “Claims Agent”) as claims, noticing, and solicitation agent to, among other things, maintain the claims register in the Debtors’ bankruptcy cases (the “Claims Register”).

¹ The debtors in these chapter 11 cases (collectively, the “Debtors”), along with the last four digits of each Debtor’s federal tax identification numbers, are as follows: Kal Freight Inc. (0249); Kal Aviation LLC (2600); Kal Partz Inc. (0139); Kal Trailers & Leasing Inc. (0840); and KVL Tires Inc. (0320). The Debtors’ chapter 11 cases were jointly administered under Case No. 24-90614 until May 19, 2025, when the Court entered a *Final Decree and Order* [Case No. 24-90614, Dkt. #1084] closing each Debtor’s chapter 11 case except Kal Aviation LLC, Case No. 24-90615.

WHEREAS, on April 10, 2025, the Court conducted a hearing on final approval and confirmation of the Debtors' Combined Disclosure Statement and Chapter 11 Plan of Liquidation.

WHEREAS, on April 17, 2025, the Court entered its *Order Granting Final Approval of Disclosure Statement and Confirming Plan of Liquidating of Kal Freight Inc. and its Affiliated Debtors Under Chapter 11 of the Bankruptcy Code* [Case No. 24-90614, ECF #1023] granting final approval of and confirming the *Modified Fourth Amended and Restated Combined Disclosure Statement and Plan of Liquidation of Kal Freight Inc. and Its Affiliated Debtors Under Chapter 11 of the Bankruptcy Code* attached thereto as Exhibit A (together with all exhibits, supplements, and schedules thereto, the "Plan").

WHEREAS, the Plan became effective on April 18, 2025 (the "Effective Date") [Case No. 24-90614, ECF #1025].

WHEREAS, the Liquidating Trust was established, as of the Effective Date, pursuant to the terms of the Plan and the *KAL GUC Liquidating Trust Agreement* [Case No. 24-90614, ECF #1037-1] (the "Liquidating Trust Agreement").

WHEREAS, the Trustee has authority under the Plan to object to, reconcile, and resolve all Claims² in these Chapter 11 Cases, including, without limitation, Administrative Claims. *See Plan*, §§ XII.B, XIV.F; *Liquidating Trust Agreement*, § 2.1(c)(xv).

WHEREAS, on May 16, 2025, Claimant filed its *Request for Allowance and Payment of Administrative Expenses of Samsara Inc.* [Case No. 24-90614, ECF No. 1075] (the "Administrative Claim") seeking allowance and payment of an Administrative Claim under section 503(b) of the Bankruptcy Code in the amount of \$393,744.63. The Administrative Claim is designated as Claim No. 724 on the Claims Register maintained by the Debtors' Claims Agent.

² Capitalized terms not otherwise defined in this Stipulation and Agreed Order have the meanings provided in the Plan.

WHEREAS, on October 13, 2025, the Trustee filed the Liquidating Trustee's Objection to Samsara Inc.'s Request for Allowance and Payment of Administrative Expense [Case No. 24-90615, ECF No. 130] (the "Objection"). In the Objection, the Trustee noted, *inter alia*, that the invoices attached to the Administrative Claim totaled less than the claimed amount. Thereafter, the parties conferred, and Samsara provided the Trustee with additional invoices for post-petition services, bringing the total of the asserted Administrative Claim to some \$401,000. The Trustee expressed its intention to object to any increase in the Administrative Claim.

WHEREAS, in addition to its Administrative Claim, the Debtors scheduled Samsara as holding a disputed, nonpriority general unsecured claim in the amount of \$305,509.07 (the "Unsecured Claim"). The Unsecured Claim is designated as Schedule No. 2674226 on the claims register maintained by the Debtors' Claims Agent.

WHEREAS, the Parties have engaged in good faith negotiations and agreed to resolve Claimant's Administrative Claim, the Unsecured Claim, and all other claims or causes of action related to the Bankruptcy Case on the terms set forth herein.

NOW, THEREFORE, THE PARTIES HEREBY STIPULATE AND AGREE, AND UPON APPROVAL AND ENTRY OF THIS STIPULATION BY THE COURT, IT IS HEREBY ORDERED AS FOLLOWS:

1. The above recitals are incorporated by reference into this Stipulation and Agreed Order with the same force and effect as if fully set forth hereinafter.
2. This Stipulation and Agreed Order fully resolves the Claimant's Administrative Claim Application. This includes Claim No. 724 and Schedule No. 2674226 as well as any other or additional amounts claimed as an administrative expense pursuant to the Administrative Claim Application at ECF 1075.

3. Claimant shall have an allowed Administrative Claim pursuant to section 503(b) of the Bankruptcy Code in the amount of **\$213,000.00**.

4. The Trustee shall pay Claimant's Administrative Claim in the foregoing amount within thirty (30) days of the Court's approval and entry of this Stipulation and Agreed Order, subject to no notice of appeal being filed and the Trustee's receipt of an IRS Form W-9 and wiring instructions from Claimant, and such payment by the Trustee shall be in full and final satisfaction of all Administrative Claims, unsecured claims, or any other claims or causes of action held or asserted by Claimant against the Debtors, their estates, the Reorganized Debtors, or the Trust. This includes but is not limited to Claim No. 724.

5. The Trustee waives any and all claims or causes of action, other than those under section 547, of any kind or character whatsoever, including those arising under or in connection with sections 548, 549 and/or 550 of the Bankruptcy Code, which the Trustee has or may ever have had against Samsara related to the Bankruptcy Case up to and including the date of execution of this Stipulation and Agreed Order. For the avoidance of doubt, any avoidance claims which the Trustee has or may have against Samsara under section 547 of the Bankruptcy Code, and recovery claims arising thereunder under section 550 of the Bankruptcy Code, are preserved and unaffected by this Stipulation and Agreed Order. For the further avoidance of doubt, nothing in this Stipulation and Agreed Order shall limit or otherwise affect any rights or defenses of Samsara with respect to the claims identified in the previous sentence, all of which are expressly preserved. The parties agree to negotiate in good faith with respect to a possible resolution of any such claims.

6. Each Party represents and warrants that the undersigned person executing this Stipulation and Agreed Order on such Party's behalf is duly authorized and empowered to execute and deliver this Stipulation and Agreed Order on behalf of such Party.

7. This Stipulation and Agreed Order is a final order within the meaning of 28 U.S.C. § 158(a)(1) and is effective and enforceable immediately upon approval and entry by the Court.

8. The terms of this Stipulation and Agreed Order constitute the entire agreement and understanding of the Parties relating to the subject matter hereof and supersedes all prior agreements and understandings related to the subject matter hereof.

9. The Parties are authorized to take all actions necessary or appropriate to effectuate the terms of the Stipulation and Agreed Order.

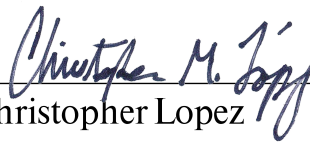
10. The Claims Agent is authorized and directed to update the Claims Register to reflect the terms and relief provided in this Stipulation and Agreed Order.

11. This Stipulation and Agreed Order is binding upon each of the Parties and their respective successors, agents, and assigns and any parents, subsidiaries, or affiliates of the Parties.

12. The Court retains exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Stipulation and Agreed Order, and the Parties consent to the Court's jurisdiction to resolve any such disputes or controversies.

IT IS SO ORDERED.

Signed: March 05, 2026



Christopher Lopez
United States Bankruptcy Judge

AGREED AS TO FORM AND CONTENT:

Dated: March 4, 2026

KANE RUSSELL COLEMAN LOGAN PC

/s/ J. Casey Roy

J. Casey Roy
State Bar No. 00791578
401 Congress Ave., Suite 2100
Austin, Texas 78701
Tel.: (512) 487-6752
Fax: (214) 777-4299
Email: croy@krcl.com

Counsel for the KAL GUC Liquidating Trust

**McELROY, DEUTSCH, MULVANEY &
CARPENTER, LLP**

/s/ Gary D. Bressler

Gary D. Bressler
State Bar No. 24134542
1 Penn Center – Suburban Station
1617 JFK Blvd., Suite 1500
Philadelphia, PA 19103-1815
Tel.: (215) 557-2900
Fax: (215) 557-2990
Email: gbressler@mdmc-law.com

Counsel to Samsara Inc.