

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

MARIN SOFTWARE INCORPORATED,¹

Debtor.

Chapter 11

Case No. 25-11263 (LSS)

Related Docket No. 37

**ORDER AUTHORIZING THE DEBTOR'S
ASSUMPTION OF THE RESTRUCTURING SUPPORT AGREEMENT**

Upon consideration of the motion (the “Motion”)² of the above-captioned debtor and debtor in possession (the “Debtor”) for the entry of an order (this “Order”) authorizing the Debtor to assume the RSA, entered into by and among (i) the Debtor, (ii) YYYYYY, LLC, as lender to the Debtor (the “Prepetition Lender” and the “DIP Lender”), and (iii) Kaxxa Holdings, Inc., as the plan sponsor (the “Plan Sponsor” and together with the Debtor and the Prepetition Lender and the DIP Lender, the “Parties”), 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 over this matter pursuant to 28 U.S.C. § 1334, which was referred to this Court under 28 U.S.C. § 157 pursuant to the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that it

¹ The last four digits of the Debtor’s federal tax identification number are 7180. The Debtor’s address is 149 New Montgomery, 4th Floor, San Francisco, CA 94105.

² A capitalized term used but not defined herein shall have the meaning ascribed to it in the Motion.

may enter a final order consistent with Article III of the United States Constitution; and the 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 the Court having found that the relief requested in the Motion is in the best interests of the Debtor, its estate, its creditors, and other parties in interest; and the Court having found that notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and the Court having reviewed the Motion and having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor;

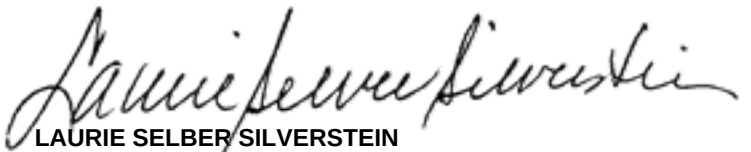
IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Pursuant to section 365(a) of the Bankruptcy Code, the Debtor is authorized and directed to assume the RSA, and the RSA shall be and is hereby deemed assumed within the meaning of section 365 of the Bankruptcy Code.
3. Any stay imposed by Bankruptcy Rule 6006(d) is waived.
4. The Debtor is authorized to take any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

5. This Court shall retain jurisdiction over all matters related to or arising from the Motion or the interpretation or implementation of this Order.

4935-6526-7031.2 54610.00002

Dated: July 30th, 2025
Wilmington, Delaware


LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE