IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11, Subchapter V
QLESS, INC.,	Case No. 24-11395 (BLS)
Reorganized Debtor.	**Objection Deadline: March 13, 2025 at 4:00 p.m. (ET)** **Hearing Date: March 26, 2025 at 10:30 a.m. (ET)**

MOTION FOR FINAL DECREE

QLess, Inc. the "**Reorganized Debtor**") in this Chapter 11, Subchapter V case (the "**Case**"), in accordance with Bankruptcy Code § 350(a), Bankruptcy Rule 3022, and Local Bankruptcy Rule 3022-1, moves for entry of a final decree closing this case substantially in the form attached to this motion. In support, the Reorganized Debtor represents:

Jurisdiction and Venue

1. The United States District Court for the District of Delaware has jurisdiction over this Case under 28 U.S.C. § 1334, which was referred to the United States Bankruptcy Court for the District of Delaware (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. This matter is a core proceeding under 28 U.S.C. § 157(b)(2); the Reorganized Debtor confirms its consent under Local Bankruptcy Rule 9013-1(f) to this Court's entry of a final order in connection with this motion if it is later determined that the Court, absent the parties' consent, cannot enter final orders or judgments in connection with this motion under Article III of the United States Constitution.

2. Venue in this district is proper under 28 U.S.C. §§ 1408 and 1409.

Background

3. On June 19, 2024 (the "**Petition Date**"), the Reorganized Debtor commenced this Case by filing a voluntary Chapter 11 petition for relief under Subchapter V. The Reorganized Debtor remained debtor in possession under Bankruptcy Code § 1182(2) throughout the Case.

4. The Reorganized Debtor filed its *Amended Plan* on August 21, 2024 [Doc 122] (the "**Plan**"). The Court confirmed the Plan on September 17, 2024 [Doc 161]. All conditions to the occurrence of the Plan's Effective Date provided in Plan § 9.2 were satisfied such that the Effective Date occurred on September 18, 2024. *See Notice of Effective Date* [Doc 170].

Basis for Final Decree

5. The Reorganized Debtor seeks entry of a final decree closing the Case. All conditions under the Plan, the Bankruptcy Code, and the Bankruptcy Rules for closing the Case are met:

a. In accordance with Plan § 11.9, the Plan is substantially consummated within the meaning of Bankruptcy Code §§ 1101(2) because the Effective Date has occurred and payments under the Plan to a holder of a Claim commenced on September 18, 2024;

b. Under Bankruptcy Code § 350(a), the Reorganized Debtor's estate has been fully administered, requiring the Court to close the Case, because, among other things: (i) all distributions of property required under the Plan to all holders of allowed Claims have been completed; (ii) all Claims have been either allowed or disallowed by final order or withdrawn with prejudice; (iii) all applicable bar dates for the filing of Claims have passed; (iv) all professionals' final applications for compensation have been granted by final order; and (v) no contested matter or related adversary proceeding remains pending or unresolved; and (vi) the Subchapter V trustee's service has terminated under Bankruptcy Code § 1183(c); and

c. Bankruptcy Rule 3022 requires the Court to close the Case because the estate is fully administered.

Notice

6. In accordance with Local Bankruptcy Rule 3022-1(a)(i) and Plan § 11.11, the Reorganized Debtor will provide notice of this motion in accordance with Local Bankruptcy Rule 2002-1(b).

Conclusion

The Reorganized Debtor respectfully requests entry of an order substantially in the form attached to this motion closing the Case.

February 27, 2025

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O'Neill

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Counsel to Reorganized Debtor

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11, Subchapter V
QLESS, INC.,	Case No. 24-11395 (BLS)
Reorganized Debtor.	**Ref. Docket No. ____**

FINAL DECREE CLOSING CASE

Before the Court is the Reorganized Debtor's motion for a final decree closing this case (the "**Motion**").[1] After due consideration, the Court finds and concludes that: (a) the Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; (b) this is a core proceeding under 28 U.S.C. § 157(b)(2); the Court may enter a final order resolving the Motion consistent with Article III of the United States Constitution; (c) venue of the Case and the Motion is proper under 28 U.S.C. §§ 1408 and 1409; (d) notice of the Motion was appropriate and sufficient under the circumstances and no objections to the closing of the Case were received; (e) the Plan is substantially consummated and the Reorganized Debtor's estate is fully administered; and (f) the Court must close the Case under Bankruptcy Code § 350(a). Therefore, **IT IS ORDERED** that this Case, *In re QLess, Inc.,* Case No. 24-11395 (BLS), is CLOSED as of the entry of this Order on the docket.

[1] Capitalized terms used but not defined in this Order are defined in the Motion.

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In re:	Chapter 11, Subchapter V
QLESS, INC.,	Case No. 24-11395 (BLS)
Reorganized Debtor.	**Objection Deadline: March 13, 2025 at 4:00 p.m. (ET)** **Hearing Date: March 26, 2025 at 10:30 a.m. (ET)**

NOTICE OF HEARING ON MOTION FOR FINAL DECREE

PLEASE TAKE NOTICE that the above-captioned reorganized debtor (the "**Debtor**") filed the attached *Motion for Final Decree* (the "**Motion**") with the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**").

PLEASE TAKE FURTHER NOTICE that any response or objection with respect to the relief sought in the Motion must be filed with the Bankruptcy Court on or before **March 13, 2025 at 4:00 p.m. prevailing Eastern Time**.

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon: (a) the Reorganized Debtor, Qless, Inc., 3945 Freedom Circle, Suite 560, Santa Clara, CA 95054, Attn: Andrew De Camara Chief Restructuring Officer for the Debtor (ad@sherwoodpartners.com) and 21 Miller Alley, Suite 210, Pasadena, CA 91105, Attn: James Harvey, CEO (james.harvey@qless.com); (b) counsel to the Reorganized Debtor, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19899 (Courier 19801), Attn: James E. O'Neill (joneill@pszjlaw.com), Jeffrey N. Pomerantz (jpomerantz@pszjlaw.com), Jordan A. Kroop (jkroop@pszjlaw.com), and Greg V. Demo (gdemo@pszjlaw.com); (c) Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE

19801, Attn.: Malcolm M Bates (malcolm.m.bates@usdoj.gov); and (d) the DIP Lender, Palisades Growth Capital II, L.P., c/o Palisades Growth Capital, LLC, 11726 San Vincente Blvd., Ste 45, Los Angeles, CA 90049, Attn.: Anders Richardson (anders@palisadesgrowth.com).

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE RELIEF SOUGHT IN THE MOTION WILL BE HELD ON **MARCH 26, 2025 at 10:30 A.M. (ET)** BEFORE THE HONORABLE BRENDAN L. SHANNON AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE (THE "**COURT**"), LOCATED AT 824 NORTH MARKET STREET, 6TH FLOOR, COURTROOM #1, WILMINGTON, DELAWARE 19801.

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.

PLEASE TAKE FURTHER NOTICE that a copy of the Motion can be obtained for a fee through the Court's website at www.deb.uscourts.gov, referencing Case No. 24-11395 (BLS), or may be obtained for free by accessing the Debtor's restructuring website at http://www.veritaglobal.net/QLess.

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Dated: February 27, 2025

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O'Neill

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Counsel to the Reorganized Debtor