Docket #0102 Date Filed: 01/19/2026

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

In re:	§	Case No. 25-90817 (CML)
	§	
AMPLE, INC., *et al.*,[1]	§	Chapter 11
	§	
Debtors.	§	(Jointly Administered)

DEBTORS' EMERGENCY MOTION FOR AN ORDER APPROVING THE SALE OF THE DEBTORS' THERMAL CHAMBER

Emergency relief has been requested. Relief is requested not later than 1:00 p.m. on January 21, 2026.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

Ample, Inc. ("Ample") and its debtor affiliate, as debtors and debtors-in-possession (collectively, the "Debtors"), file this *Emergency Motion for an Order Approving the Sale of the Debtors' Thermal Chamber* (the "Sale Motion"). In support of the Sale Motion, the Debtors respectfully state as follows:

Relief Requested

1. Emergency relief is needed because Ample is moving out of the premises and has a buyer of the Thermal Chamber for $150,000. Selling now (without free and clear protections) avoids holdover rent obligations and gives time for purchaser time to disassemble and remove it. The Committee and the DIP Lender support this sale. A Thermal Chamber is a box used to test EV vehicle batteries under various thermal conditions. Amperesand Inc. (the "Purchaser") has

[1] The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are: Ample, Inc. (4015) and Ample Texas EV, LLC (6832). A copy of this motion is available on (a) the Court's website, at www.txs.uscourts.gov and (b) the website maintained by the Debtors' claims and noticing agent, Verita Global at https://veritaglobal.net/ample.

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agreed to buy it "as is, where is," and without a "free and clear" finding of 11 U.S.C. § 363(f) for $150,000 (the "Proposed Sale"). Ample needs to consummate the sale on this accelerated timeline to avoid potential holdover rent on the leased premises and to meet the Purchaser's deadline. The proposed "Sale Order" is attached as **Exhibit A**.

Jurisdiction and Venue

2. This Court has jurisdiction under 28 U.S.C. § 1334, and this is a core proceeding "arising in" a case under Title XI under 28 U.S.C. § 157(b). As such, the Court may enter a final order approving the Proposed Sale consistent with Article III of the United States Constitution and the standing order of reference. Venue is proper under 28 U.S.C. §§ 1408 and 1409.

3. The Court can grant the requested relief under 11 U.S.C. §§ 105, 363, and Fed. R. Bankr. P. 2002, 6004, 9013, and/or 9014, and LBR 2002-1 and 9013-1.

Background

4. On December 16, 2025 (the "Petition Date"), Ample filed a chapter 11 voluntary petition. Ample is a debtor-in-possession 11 U.S.C. §§ 1107 and 1108. No trustee or examiner has been appointed in the Chapter 11 Cases. The Official Committee of Unsecured Creditors (the "Committee") was appointed on December 30, 2025 [ECF No. 53].

5. Founded in 2014, Ample's mission is to address fleet electrification challenges by developing modular battery-swapping solutions that make EV energy replenishment fast, convenient, and scalable. The Debtors have developed proprietary autonomous swapping stations, modular battery systems, and integrated vehicle hardware and software that allow depleted EV batteries to be exchanged for fully charged ones in minutes, without requiring significant vehicle re-engineering and with materially less downtime than conventional charging. Ample's modular stations can be deployed quickly, require a compact footprint, and are designed to support a wide range of OEM vehicle platforms, making them well suited for urban and suburban environments.

6. Additional factual background regarding the Debtors, including their business, their capital structure, and the events leading to the commencement of the Chapter 11 Cases, is set forth in the *Declaration of John D. Baumgartner, Chief Restructuring Officer of the Debtors, in Support of the Chapter 11 Petitions and First-Day Relief* [ECF No. 3] (the "First Day Declaration"),[2] and incorporated herein by reference.

Description of the Thermal Chamber

7. The Thermal Chamber is a large, walk-in testing chamber designed to accommodate an EV and subject it to a range of simulated weather conditions to test Ample's integration plates at the vehicle level in accordance with automobile manufacturers' requirements. The Thermal Chamber is designed to conduct such tests, charging and discharging the vehicle's batteries over multi-month periods, as required by some automobile manufacturers. The Thermal Chamber was manufactured by Suntek, Model No. PWH9(r4w)-32knqUH-LI, Serial No. 230816. The Thermal Chamber's ancillary equipment includes a large cooling tower and complicated electrical panels.[3] Photographs of the Thermal Chamber are attached hereto as **Exhibit B**.

8. The Thermal Chamber is located at a leased testing facility at 2870 Cordelia Road, Fairfield, California, which is one of the leased properties that the Debtors seek to reject in the *Motion for Entry of an Order Authorizing Rejection of Real Property Leases as of the Petition Date and Granting Related Relief* [ECF No. 59]. However, the Thermal Chamber must be disassembled and removed from the leased property before rejection of the lease may be accomplished, an expense the Debtors' estates would bear without the Proposed Sale. The cost for disassembly and removal is $75,000, which the Purchaser is paying under the Proposed Sale.

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[2] Capitalized terms used but not defined herein have the meanings given to them in the First Day Declaration.

[3] For the avoidance of doubt, the Proposed Sale does not include any intellectual property, data, personally identifiable information, or other non-physical assets.

Summary of the Sale

9. Before the bankruptcy, Ample was marketing and selling assets deemed not necessary for future business operations, including the Thermal Chamber. Prepetition, Ample sold other equipment, tools, and materials to the Purchaser (obviously without section 363(f) protections), but Ample could not sell the Thermal Chamber before filing because of the complexity of disassembly and removal. Discussion with the Purchaser began in earnest around late November. An agreement on the sale was reached prepetition. The Purchaser has had difficulty scheduling the specialist team necessary to plan out the dismantling and removal logistics of such large and complicated equipment.

10. On January 15, 2026, the Purchaser sent engineers to inspect the Thermal Chamber and its ancillary equipment and to develop a plan to disassemble and ship the Thermal Chamber to the Purchaser. The Purchaser intends to send engineers and technicians to begin disassembly on January 22, 2026. Disassembly is expected to take at least a few days.

11. Subject to this Court's approval, the Debtors will sell the Thermal Chamber to Purchaser on an "as is, where is" basis. The Debtors are not aware of any liens or other interests in the Thermal Chamber, except for the post-petition liens granted to Twelve Bridge Capital, LLC (the "DIP Lender") in the *Final Order (I) Authorizing the Debtors to Obtain Senior Secured Priming Superpriority Postpetition Financing, and Grant Liens and Superpriority Administrative Expense Claims, (II) Modifying the Automatic Stay, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief* [ECF No. 91] (the "Final DIP Order"). The Debtors consulted the DIP Lender regarding the Proposed Sale, and the DIP Lender consents to exclude the Thermal Chamber from the DIP Collateral with the DIP Liens attaching to the proceeds of the Proposed Sale. The Debtors also consulted the Committee regarding the sale, and the Committee supports the sale as proposed herein.

12. The Debtors (and, by consenting to the sale, the DIP Lender and Committee) have concluded that the negotiated purchase price for the Thermal Chamber is fair, that the Proposed Sale will help maximize a recovery for Ample's creditors, and other stakeholders, and that the requested relief is proper and should be granted.

Basis for Relief

The Proposed Sale of the Thermal Chamber by Private Sale Is an Exercise of the Debtors' Sound Business Judgment

13. A Thermal Chamber is an unusual item to sell. There are not many buyers who can use it. It requires $75,000 to disassemble. There are obviously few potential purchasers for such a unique item. It is not small. It needs to be removed before this location becomes subject to holdover rent. Thus, Ample has used its business judgment (in conjunction with the co-CROs) to conduct the Proposed Sale. The DIP Lender and Committee do not oppose the sale.

14. The Fifth Circuit holds that section 363 incorporates a "business judgment standard" that is to be utilized by the courts when considering a proposed sale of estate property outside of the ordinary course of business. *ASARCO, L.L.C. v. Elliott Mgmt.* (*In re ASARCO, L.L.C.*), 650 F.3d 593, 601 (5th Cir. 2011). When seeking approval of a sale under section 363, "'for the debtor-in-possession or trustee to satisfy its fiduciary duties to the debtor, creditors and equity holders, there must be some articulated business justification for using, selling, or leasing property outside the ordinary course of business.'" *Id*. (*quoting In re Cont'l Airlines, Inc.*, 780 F.2d 1223, 1226 (5th Cir. 1986) (*quoting* 11 U.S.C. § 363(b)(1) and citing *In re Moore*, 608 F.3d 253, 263 (5th Cir. 2010) (holding that the approval of a proposed 363 sale "must be supported by an articulated business justification, good business judgment, or sound business reasons.")).

15. The ASARCO Court further explained that "[t]he business judgment standard in section 363 is flexible and encourages discretion." *In re ASARCO*, 650 F.3d at 601. "'Whether

the proffered business justification is sufficient depends on the case . . . . [T]he bankruptcy judge 'should consider all salient factors pertaining to the proceeding and, accordingly, act to further the diverse interests of the debtor, creditors and equity holders, alike.'" *Id*. (quoting *Cont'l Airlines*, 780 F.2d at 1226 (quoting *In re Lionel Corp.*, 722 F.2d 1063, 1071 (2d Cir. 1983))).

16. Virtually all courts have held that approval of a proposed sale of a debtor's assets under section 363 of the Bankruptcy Code outside the ordinary course of business (even prior to the confirmation of a plan of reorganization in chapter 11 cases) is appropriate if a court finds that the transaction represents a reasonable business judgment on the part of the trustee or debtor-in-possession. *See In re Abbotts Dairies of Pa.,* 788 F.2d 143 (3d Cir. 1986); *In re Delaware & Hudson Ry. Co.*, 124 B.R. 169, 176 (D. Del. 1991) (holding that the following non-exclusive list of factors may be considered by a court in determining whether there is a sound business purpose for an asset sale: "the proportionate value of the asset to the estate as a whole; the amount of elapsed time since the filing; the effect of the proposed disposition of [sic] the future plan of reorganization; the amount of proceeds to be obtained from the sale versus appraised values of the property; and whether the asset is decreasing or increasing in value."); *In re Stroud Ford, Inc.,* 164 B.R. 730, 732 (Bankr. M.D. Pa 1993); *Titusville Country Club v. Pennbank (In re Titusville Country Club)*, 128 B.R. 396, 399 (Bankr. W.D. Pa. 1991); *In re Industrial Valley Refrigeration & Air Conditioning Supplies Inc.,* 77 B.R. 15, 21 (Bankr. E.D. Pa. 1987); *In re Lionel Corp.,* 722 F.2d 1063 (2d Cir. 1983); *Stephens Indus., Inc. v. McClung*, 789 F.2d 386, 391 (6th Cir. 1986); *In re Ionosphere Clubs, Inc.,* 100 B.R. 670, 675 (Bankr. S.D.N.Y. 1989); *In re Phoenix Steel Corp.,* 82 B.R. 334, 335-36 (Bankr. D. Del. 1987) (stating that the elements necessary for approval of a section 363 sale in a chapter 11 case are "that the proposed sale is fair and equitable, that there is a good business reason for completing the sale and the transaction is in good faith").

17. The "sound business reason" test has four elements: (1) that a sound business purpose justifies the sale of assets outside the ordinary course of business; (2) that accurate and reasonable notice has been provided to interested persons; (3) that the trustee has obtained a fair and reasonable price; and (4) good faith. *In re Titusville Country Club*, 128 B.R. at 399; *In re Sovereign Estates, Ltd.,* 104 B.R. 702, 704 (Bankr. E.D. Pa. 1989); *Phoenix Steel Corp.,* 82 B.R. at 335-36; *see also Stephens Indus.*, 789 F.2d at 390; *In re Lionel Corp.,* 722 F.2d at 1071.

18. Additionally, prior to and after enactment of the Bankruptcy Code, courts have permitted a proposed sale of all or substantially all assets of a debtor outside the ordinary course of business if such a sale is necessary to preserve the value of assets for the bankruptcy estate, its creditors, or interest holders. *See In re Abbotts Dairies of Pa., Inc.*, 788 F.2d at 143; *In re Lionel Corp.*, 722 F.2d at 1063 (passim); *In re Equity Funding Corp. of America*, 492 F.2d 793, 794 (9th Cir. 1974) ("Other circuits have recognized the power of the bankruptcy court under Chapter X to authorize a sale of the Debtors' property under less than emergency conditions where such sale is necessary to avoid deterioration in the value of the assets").

19. Here, the sale to Purchaser meets the "sound business judgment" test because:

a. it will generate additional liquidity for the Debtors,

b. there are currently no other purchase offers (or presently viable transactions) for the Thermal Chamber,

c. a prompt sale mitigates potential issues with the landlord by removing the property immediately,

d. a long sale process is not possible without the Debtors bearing the cost of removing and relocating the equipment, and

e. the asset may be decreasing in value while out of service and not being actively maintained. *See In re Lionel Corp.,* 722 F.2d at 1071 (of factors for court to evaluate on motion under section 363(b), "most important perhaps, [is] whether the asset is increasing or decreasing in value").

20. Under the circumstances of these Chapter 11 Cases, the Debtors submit that the notice period proposed satisfies the requirements of the Bankruptcy Rules, including Rule 2002, and provides sufficient time for parties-in-interest to submit objections to the Proposed Sale and/or higher and better offers to purchase the Thermal Chamber (until the sale is funded). Finally, the Debtors submit that the Proposed Sale of the Thermal Chamber is the product of good faith, arm's length negotiations with respect to the purchase and other terms of the proposed between the Debtors and Purchaser. Accordingly, the Debtors request that the Bankruptcy Court approve the Proposed Sale of the Thermal Chamber to Purchaser by private sale.

Debtors' Compliance Under Bankruptcy Rule 6004(a) and Waiver of Bankruptcy Rules 6004(a) and 6004(h)

21. The Debtors request that the Court find that notice of this Sale Motion is adequate under Bankruptcy Rule 6004(a) and waive the 14-day stay under Bankruptcy Rule 6004(h). As described above, the Thermal Chamber must be removed from its current location immediately, and the relief that the Debtors seek in this Motion is necessary to avoid immediate and irreparable harm to the Debtors, their estates, and their stakeholders. Thus, cause exists for the Court to find that notice of this Motion satisfies Bankruptcy Rule 6004(a) and waive the 14-day stay under Bankruptcy Rule 6004(h).

Emergency Relief Requested

22. The Debtors seek emergency consideration of the Sale Motion as soon as the Court's calendar will allow and, in any event, **no later than 1:00 p.m. on January 21, 2026**. Emergency relief is sought to meet the Purchaser's closing timeline and because the Debtor would otherwise incur holdover rent obligations. Purchaser has already expended resources to develop a plan to disassemble and ship the large and complicated Thermal Chamber and ancillary equipment from its existing location to the Purchaser. Purchaser intends to send highly specialized engineers

and technicians to conduct disassembly beginning January 22, 2026. Should the Debtors be unable to close the Proposed Sale, it is highly likely that the Debtors' estates will be subject to irreparable harm because the rent obligations would erode value generated by the Proposed Sale. Also, the proceeds would be significantly reduced if the Debtors had to pay to remove the Thermal Chamber at their own expense or simply abandon the asset. Thus, the Debtors respectfully submit that emergency consideration of the Sale Motion is warranted under the circumstances.

Notice

23. Notice of this Sale Motion will be served on the Master Service List via U.S. first class mail and on any party entitled to notice under Bankruptcy Rule 2002 and Local Rule 9013-1(d). Given the nature of the relief requested, no other or further notice need be given.

Conclusion

24. The Debtors request that the Court enter the proposed Sale Order granting the relief requested in this Sale Motion and such other and further relief as is appropriate under the circumstances.

Date: January 19, 2026

PILLSBURY WINTHROP SHAW PITTMAN LLP

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CERTIFICATE OF ACCURACY

As required by Bankruptcy Local Rule 9013-1(i), I certify that the statements in paragraph 22 justifying expedited relief are true and accurate to the best of my knowledge.

/s/ Hugh M. Ray, III
Hugh M. Ray, III

CERTIFICATE OF SERVICE

I certify that on January 19, 2026, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas. Additionally, the Noticing Agent will be instructed to send a copy of the foregoing document to be served to all parties on the Master Service List via U.S. first class mail, postage paid.

/s/ Hugh M. Ray, III
Hugh M. Ray, III

Exhibit A

Proposed Sale Order

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

In re:	§	Case No. 25-90817 (CML)
	§	
AMPLE, INC., *et al.*,[1]	§	Chapter 11
	§	
Debtors.	§	(Jointly Administered)

ORDER GRANTING DEBTORS' EMERGENCY MOTION FOR AN ORDER APPROVING THE SALE OF THE DEBTORS' THERMAL CHAMBER

On consideration of the *Emergency Motion for an Order Approving the Sale of the Debtor's Thermal Chamber* (the "Sale Motion")[2] of the above-captioned debtors and debtors-in-possession (the "Debtors") for entry of this order ("Sale Order") authorizing and approving the proposed sale (the "Proposed Sale") of the "Thermal Chamber," as described in the Sale Motion, from Ample, Inc.'s estate, as seller, and Amperesand Inc., as purchaser (the "Purchaser"); and the Court having reviewed and considered (a) the Sale Motion, (b) any objections thereto, and (c) any statements of counsel and/or evidence presented in support of the Proposed Sale; and it appearing that the Court has jurisdiction to consider and determine this matter and that the legal and factual bases set forth in the Sale Motion establish cause for the sale contemplated herein because the sale is in the best interests of the Debtors' estates, theirs creditors, and other parties-in-interest; and also considering the record of the hearing on the Sale Motion, if any, and all other pleadings and proceedings in this chapter 11 case; and after due deliberation thereon and good and sufficient cause appearing therefor; the Court makes the following findings to grant the Sale Motion in full:

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[1] The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are: Ample, Inc. (4015) and Ample Texas EV, LLC (6832). A copy of this order is available on (a) the Court's website, at www.txs.uscourts.gov and (b) the website maintained by the Debtors' claims and noticing agent, Verita Global at https://veritaglobal.net/ample.

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

Jurisdiction, Final Order, and Statutory Predicates

A. Under 28 U.S.C. § 1334, this Court has jurisdiction over the Sale Motion and over the property of the Debtors, including the Thermal Chamber. This is a core proceeding under 28 U.S.C. § 157(b)(2) because it is a proceeding arising in a case under Title XI. Venue of these Chapter 11 Cases (and the Sale Motion) is proper under 28 U.S.C. §§ 1408 and 1409.

B. This is a final order. Notwithstanding Bankruptcy Rules 6004(h), and to any extent necessary under Bankruptcy Rule 9014 and Rule 54(b), as made applicable by Bankruptcy Rule 7054, the Court expressly finds that there is no just reason for delay in the implementation of this Sale Order, and expressly directs that this Sale Order be effective immediately upon entry.

C. The Court grants this relief under 11 U.S.C. §§ 105(a) and 363, Fed. R. Bankr. P. 2002, 6004, 9013, and 9014, and the Bankruptcy Local Rules.

Notice of Proposed Sale

D. Notice of the Sale Motion and a reasonable opportunity to object or be heard with respect to the Sale Motion and the relief requested therein, has been afforded to all known interested entities.

E. The DIP Lender and Official Committee of Unsecured Creditors do not oppose the Sale Motion, and this sale does not create a default under the Debtors' DIP Loan.

F. As evidenced by the certificates of service previously filed with this Court, the Debtors provided proper, timely, adequate, and sufficient notice of the Sale Motion, and any hearing on the Sale Motion, and the Proposed Sale. The notices described were good, sufficient, and appropriate under the circumstances, and no other or further notice of the Sale Motion, hearing on the Sale Motion, or the Proposed Sale is or shall be required.

G. The disclosures made by the Debtors concerning the Sale Motion, any hearing on the Sale Motion, and the Proposed Sale to the Purchaser were good, complete, and adequate.

H. The Proposed Sale constitutes a reasonable exercise of Ample's business judgement, specifically that (i) the price is the highest and best offer for the Thermal Chamber and will provide a greater recovery for the Debtors' estates than would be provided by any other available alternative under the circumstances and (ii) the timing of the Proposed Sale is justified.

I. No other entity or group of entities has offered to purchase the Thermal Chamber for any amount, much less for a greater overall value to the Debtors' estates than the Purchaser.

J. Approval of the Sale Motion and the consummation of the sale contemplated therein is in the best interests of the Debtors' estates, their creditors, and other parties-in-interest.

Validity of Transfer

K. Upon entry of this Sale Order, Debtors have (i) full authority to consummate the transactions contemplated by the Sale Motion and (ii) take all actions necessary to authorize and approve the Sale Motion and the consummation of the transactions contemplated thereby. No consents or approvals, other than those expressly provided for in this Sale Order and/or by this Court, are required for the Debtors to consummate the Proposed Sale.

L. Ample's estate has title to the Thermal Chamber. On the closing of the Proposed Sale, the transfer of the Thermal Chamber to the Purchaser will be effective as a legal, valid, and effective transfer of the Thermal Chamber, which transfer vests or will automatically vest the Purchaser with all right, title, and interest of the Debtors' estates to the Thermal Chamber.

M. By consent of the DIP Lender, the Thermal Chamber is excluded from the DIP Collateral, and the DIP Liens shall attach to the proceeds of the Proposed Sale.

Compelling Circumstances for Immediate Sale

N. Ample has demonstrated good and sufficient reasons for approval of the Proposed Sale because they would otherwise owe holdover rent. The Debtors have demonstrated (i) good, sufficient, and sound business purposes and justifications for approving the Sale Motion on an

expedited basis and (ii) adequate justification for the Proposed Sale outside of the ordinary course of business, in that, among other things, the immediate consummation of the Proposed Sale to the Purchaser is necessary and appropriate to maximize the value of the Debtors' estates, and the Proposed Sale will provide the means for the Debtors to maximize distributions to creditors.

O. To maximize the value of the Thermal Chamber and prevent the value of the Thermal Chamber from dissipating, the Purchaser has recognized this need and has required as a condition to its purchase that the Proposed Sale occur within the time constraints set forth in the Sale Motion. Time is of the essence in consummating the Proposed Sale.

P. Given all of the circumstances of these Chapter 11 Case and the adequacy and fair value of the consideration, the Proposed Sale on this expedited basis constitutes a reasonable and sound exercise of the Debtors' business judgment and should be approved.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

General Provisions

1. Any findings and conclusions set forth herein constitute the Court's findings of fact and conclusions of law under Fed. R. Bankr. P. 7052. If any findings of fact constitute conclusions of law, they are adopted as such. If any conclusions of law constitute findings of fact, they are adopted as such. If any of the provisions of this Sale Order may be construed as findings of fact and/or conclusions of law in support of this Court's ruling, they are to be so construed.

2. The relief requested in the Sale Motion is granted and approved, and the transactions contemplated thereby are approved as set forth in this Sale Order.

3. All objections to the Sale Motion or the relief requested therein that have not been withdrawn, waived, or settled by announcement to the Court during the hearing on the Sale Motion, by stipulation filed with the Court or otherwise, including any and all reservations of rights

included in such objections or otherwise, are hereby denied and overruled on the merits with prejudice.

Approval of the Proposed Sale

4. The Proposed Sale and all of the terms and conditions thereof, as described in the Sale Motion, are hereby approved.

5. Under 11 U.S.C. § 363(b), Ample is authorized and empowered to take any and all actions necessary or appropriate to consummate the Proposed Sale to Purchaser.

6. This Sale Order shall be binding in all respects upon (a) the Debtors, (b) their estates (c) all creditors of, and holders of equity interests in, the Debtors, (d) the Purchaser, (e) all governmental entities, (f) the Thermal Chamber, and (g) all successors and assigns of any of (a)–(f).

Transfer of the Purchased Asset

7. Ample is authorized to sell the Thermal Chamber to the Purchaser, and such sale shall be a legal, valid, binding, and effective transfer of the Thermal Chamber and vest the Purchaser with title to it. The Purchaser shall take possession of the Thermal Chamber when the money is paid to Ample.

8. The Debtors are hereby authorized to take any and all actions necessary to consummate the transactions contemplated by the Sale Motion without the need of obtaining such further approvals or future orders of this Court.

9. The transfer of the Thermal Chamber to the Purchaser does not require any consents (other than as specifically provided for in this Sale Order).

10. On the funding of the $150,000 to the Debtors, this Sale Order (in addition to any executed document of the same name) shall be construed and shall constitute for any and all

purposes a full and complete general assignment, conveyance, and transfer of the Debtors' and their estates' interests in the Thermal Chamber.

11. This Sale Order is and shall be binding upon and govern the acts of all persons and entities, including, without limitation, all filing agents, filing officers, title agents, title companies, recorders of mortgages, recorders of deeds, registrars of deeds, administrative agencies, governmental departments, secretaries of state, federal, state and local officials, and all other persons and entities who may be required by operation of law, the duties of their office, or contract, to accept, file, register, or otherwise record or release any documents or instruments, or who may be required to report or insure any title or state of title; and each of the foregoing persons and entities is hereby directed to accept for filing any and all of the documents and instruments necessary and appropriate to consummate the transactions contemplated by the Sale Motion.

Other Provisions

12. This Sale Order and the terms of the Proposed Sale shall be binding in all respects upon all of the Debtor's creditors and equity-holders, all successors and assigns of the Debtors' estates, and any of their respective principals, affiliates and subsidiaries, any successor trustees, examiners, "responsible persons," or other fiduciaries appointed in these Chapter 11 Cases, or in any successor or related case.

13. The Court shall retain jurisdiction to, among other things, interpret, implement, and enforce the terms and provisions of this Sale Order and the Proposed Sale, all amendments thereto, and any waivers and consents thereunder, and each ancillary document executed in connection with this Sale Order, and to adjudicate, if necessary, any and all disputes concerning or relating in any way to the Proposed Sale, including, but not limited to, retaining jurisdiction to interpret, implement, and enforce the provisions of this Sale Order.

14. This Sale Order shall take effect immediately and shall not be stayed pursuant to Bankruptcy Rules 6004(g), 7062, 9014, or otherwise. The Debtors and the Purchaser are authorized to close the Proposed Sale immediately upon entry of this Sale Order.

Dated: _____, 2026

_____
Christopher M. Lopez
United States Bankruptcy Judge

Exhibit B

Photographs of the Thermal Chamber


SUNTECK
Walk-in Temperature
And Humidity Test Cabinet








SUNTECK
Walk-in Temperature
And Humidity Test Cabinet

