Docket #0134 Date Filed: 01/28/2026
United States Bankruptcy Court
Southern District of Texas
ENTERED
January 28, 2026
Nathan Ochsner, Clerk

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.

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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.

Signed: January 28, 2026

Christopher Lopez
United States Bankruptcy Judge