Docket #0217 Date Filed: 09/26/2026

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
Noble Supply & Logistics, LLC, *et al.*,	Case No. 26-11369 (CTG)
Debtors.[1]	(Jointly Administered)
	Re: Docket Nos. 115 and 185

ORDER (I) AUTHORIZING DEBTORS TO RETAIN AND COMPENSATE PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS AND (II) GRANTING RELATED RELIEF

Upon the motion (the "Motion")[2] of the above-captioned debtors and debtors in possession (collectively the "Debtors") for entry of an order (this "Order"), (i) authorizing, but not directing, the Debtors to retain and compensate professionals utilized in the ordinary course of business and (ii) granting related relief, all as more fully set forth in the Motion; and the United States District Court for the District of Delaware having jurisdiction to consider this Motion under 28 U.S.C. § 1334, which was referred to this 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; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that this Court may enter a final order consistent with Article III of the United States Constitution; and this 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 this Court having

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Noble Supply & Logistics, LLC (7926); COTS Solutions, LLC (4477); Federal Resources Supply Company, LLC (3636); FRS Holdings, LLC (2327); K.D. Analytical Consulting, LLC (6637); KDA Acquisition, LLC (5870); Noble Defense Corporation (N/A); Noble Equity Holdings, LLC (0851); Noble.com, LLC (4712); Noble Mission Support, LLC (7908); and Tactical & Survival Specialties, LLC (2266). The location of the Debtors' principal place of business and the Debtors' service address in these chapter 11 cases is 1 Marina Park Drive, Suite 220, Boston, MA 02210.

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

found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and that no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor; it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth in this Order.

2. The Debtors are authorized, but not directed, to retain and compensate the professionals (collectively, the "OCPs") identified on **Schedule 1** and **Schedule 2** hereto (the "OCP List") in the ordinary course of business pursuant to the following procedures (the "OCP Procedures"):

a. Within thirty (30) days after the later of (i) the date of entry of the Proposed Order or (ii) the date on which an OCP commences work for the Debtors, such OCP shall file, or cause to be filed, a declaration of disinterestedness (each, a "Declaration of Disinterestedness"), substantially in the form attached as Exhibit 1 to this Order, with the Court and serve upon: (a) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801, Attn: Linda J. Casey (linda.casey@usdoj.gov; (b) counsel to the Prepetition ABL Agent, (i) Otterbourg P.C., 230 Park Avenue, New York, NY 10169, Attn: Daniel F. Fiorillo (dfiorillo@otterbourg.com) and (ii) Richards, Layton & Finger, P.A., One Rodney Square, 920 N. King Street, Wilmington, Delaware 19801, Attn: Zachary I. Shapiro (shapiro@rlf.com; (c) counsel to the Prepetition Term Loan Agent, McDermott Will & Schulte LLP, 919 Third Avenue, NY, NY 10022, Attn: Adam C. Harris (acharris@mcdermottlaw.com) and Reuben E. Dizengoff (rdizengoff@mcdermottlaw.com; (d) counsel to the Prepetition Subordinated Note Agent, Arnold & Porter Kaye Scholer LLP, 250 West 55th Street, New York, NY 10019, Attn: Alan Glantz (alan.glantz@arnoldporter.com; (e) counsel to the Prepetition Subordinated Note Holders, Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, DE 19801, Attn: Allison S. Mielke

(amielke@ycst.com); (f) counsel to the official committee of unsecured creditors appointed in these Chapter 11 Cases (the "Creditors' Committee"), (i) Brown Rudnick LLP , One Financial Center, Boston, MA 02111, Attn: Tristan Axelrod (taxelrod@brownrudnick.com) and Jessica Y. Liong (jliong@brownrudnick.com) and (ii) Morris James LLP, 3205 Avenue North Blvd., Suite 100, Wilmington, DE 19803, Attn: Jeffrey Waxman (jwaxman@morrisjames.com) and Samantha L. Rodriguez (srodriguez@morrisjames.com); and (g) all parties that have requested notice pursuant to Bankruptcy Rule 2002 (collectively, the "Notice Parties"). An OCP that fails to timely provide a Declaration of Disinterestedness will automatically be deemed stricken from the OCP List on which they were listed; *provided* that the Debtors reserve the right to re-include such OCPs on an amended version of the OCP List pursuant to the procedures set forth below.

b. The Notice Parties shall have fourteen (14) days after the date of filing of each OCP's Declaration of Disinterestedness (the "Objection Deadline") to object to the retention of such OCP. The objecting party shall file any such objection with the Court and serve such objection upon the Notice Parties and the respective OCP on or before the Objection Deadline. If any such objection cannot be resolved within fourteen (14) days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date that is no less than fourteen (14) days from that date or on a date otherwise agreeable to the parties. The Debtors shall not be authorized to retain and compensate such OCP until all outstanding objections have been withdrawn, resolved, or overruled by order of the Court.

c. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular OCP, the Debtors shall be authorized, but not directed, to: (i) retain such OCP as of the date such OCP commenced providing services to the Debtors and (ii) compensate such OCP as set forth below.

d. The Debtors shall be authorized, but not directed, to pay, without formal application to the Court by any OCP, 100 percent (100%) of the post-petition compensation and expenses to each of the OCPs retained by the Debtors pursuant to the OCP Procedures upon submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date in accordance with the Approved Budget; *provided* that fees paid to each OCP set forth on **Schedule 1** attached to the Order, excluding costs and disbursements, may not exceed $100,000 per month per OCP, calculated as an average over a rolling three-month period, while these Chapter 11 Cases are pending (the "Tier 1 OCP Monthly Cap") and the fees of each OCP set forth on **Schedule 2** attached to the Order, excluding costs and disbursements, may not exceed $50,000 per month per OCP, calculated as an average over a rolling three-month period, while these Chapter 11 Cases are pending (the "Tier 2 OCP Monthly Cap"); *provided*, *further,* that the total amount disbursed per quarter, for each OCP set forth on **Schedule 1**, does not exceed $300,000 per OCP (the "Tier 1 OCP Quarterly Cap") and the total amount disbursed per quarter, for each OCP set forth on **Schedule 2**, does not exceed $150,000 per OCP (the "Tier 2 OCP Quarterly Cap;" and together with the

Tier 1 OCP Monthly Cap, Tier 1 OCP Quarterly Cap, and Tier 2 OCP Monthly Cap, the "OCP Caps"). The OCP Caps may be increased by mutual agreement among the Debtors, the U.S. Trustee, the Prepetition Secured Parties, and the Official Committee of Unsecured Creditors; provided, however, that the Debtors shall file with the Court and serve a notice identifying the applicable Ordinary Course Professional and the agreed-upon increased OCP Cap. Any objection to such increase shall be filed within seven (7) days after the filing of such notice. If no objection is timely filed, the increased OCP Cap shall be deemed approved and effective without further order of the Court. If an objection is timely filed and cannot be resolved consensually, the Debtors may request a hearing to resolve the objection.

e. To the extent that the compensation and expenses payable to any OCP exceeds the applicable OCP Cap, that OCP shall file an application with the Court for the entire amount pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court, unless the U.S. Trustee agrees otherwise.

f. Beginning with the quarter ending December 31, 2026, and for each quarter thereafter during which the Chapter 11 Cases are pending, the Debtors shall, within thirty days after the ending of each quarter, file with the Court and serve on the Notice Parties a statement with respect to each OCP paid during the quarter (the "Quarterly Statement"). Each Quarterly Statement shall include: (i) the name of each OCP; (ii) the monthly and aggregate amounts of compensation and expenses paid to each OCP during the reported quarter; and (iii) a general description of the services rendered by each OCP.

g. The Debtors reserve the right to retain additional OCPs from time to time during these Chapter 11 Cases by including such OCPs on an amended version of the OCP List that is filed with the Court and served on the Notice Parties and having such OCPs comply with the OCP Procedures. The Debtors may re-designate OCPs as set forth on **Schedule 1** and **Schedule 2** of this Order as "Tier 1" or "Tier 2" with the consent of the Prepetition ABL Agent, Prepetition Term Loan Agent, Prepetition Subordinated Note Agent, and any statutory committee that may be appointed in these cases.

3. The Debtors shall, as promptly as practicable, provide to the Official Committee of Unsecured Creditors (the "Committee"), as to each OCP and without limitation to further requests concerning any OCP, each OCP's role, scope of engagement, anticipated costs, and any known conflicts of interest (the "OCP Information").

4. Nothing contained herein shall affect the Debtors' or any appropriate party in interest's ability to dispute any invoice submitted by an OCP, and nothing contained herein shall

preclude the Debtors from seeking authority to pay the OCPs in an amount greater than the OCP Cap, subject to the rights of any party in interest to oppose any such request and subject to the right of the Committee (and only the Committee) to seek reconsideration of the amount of the OCP Cap on an expedited basis in connection with its review of the OCP Information.

5. This Order shall not apply to any professional retained pursuant to a separate order of the Court.

6. Nothing contained in the Motion or this Order, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with this Order), is intended as or shall be construed or deemed to be: (a) an admission as to the amount, validity or priority of, or basis for any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in the Motion or this Order; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of any claims, causes of action or other rights of the Debtors or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law; or (h) authorization to pay any compensation or expenses incurred prepetition.

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

8. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

10. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: September 26th, 2026
Wilmington, Delaware

CRAIG T. GOLDBLATT
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Form of Declaration of Disinterestedness

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: Noble Supply & Logistics, LLC, *et al.*, Debtors.[1]	Chapter 11 Case No. 26-11369 (CTG) (Jointly Administered)

DECLARATION OF DISINTERESTEDNESS OF [ENTITY] PURSUANT TO THE ORDER (I) AUTHORIZING DEBTORS TO RETAIN AND COMPENSATE PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS AND (II) GRANTING RELATED RELIEF

I, [NAME], declare under penalty of perjury:

1. I am a [POSITION] of [ENTITY], located at [STREET, CITY, STATE, ZIP CODE] (the "Firm"). I submit this declaration pursuant to the *Order (I) Authorizing Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief* [Docket No. __] (the "OCP Order").[2]

2. The above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), have requested that the Firm provide [SPECIFIC DESCRIPTION] services to the Debtors, and the Firm has agreed to provide such services. [IF APPLICABLE: The Firm has represented and advised the Debtors with respect to [SPECIFIC DESCRIPTION], since [DATE].]

3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to the chapter 11 cases for persons that

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[2] Capitalized terms used but not defined herein have the meanings ascribed to them in the OCP Order.

are parties in interest in the Debtors' chapter 11 cases. The Firm does not, however, perform services for any such person relating to the chapter 11 cases, or have any relationship with any such person, its attorneys, or its accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these chapter 11 cases.

5. Neither I nor any principal, partner, director, or officer of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any principal, partner, director, or officer of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates [FOR LEGAL FIRMS - with respect to the matter(s) upon which the Firm is to be employed]. Pursuant to Federal Rule of Bankruptcy Procedure 2014(a), I obtained a list of interested parties (the "Interested Parties List") attached hereto as **Exhibit 1** from counsel to the Debtors which includes the Debtors, their creditors, other parties in interest, and certain professionals employed in the Chapter 11 Cases (the "Interested Parties") and undertook a search for any connections between the Firm and the Interested Parties. [IF CONNECTIONS: The Firm's review of such Interested Parties identified connections with the following Interested Parties, including current and prior representations: [INSERT DESCRIPTION]. [IF NO CONNECTIONS: The Firm's review of such Interested Parties did not identify connections with any Interested Parties, including current and prior representations.

7. [IF APPLICABLE: As of the Petition Date, the Firm held a retainer in the amount of $[AMOUNT].]

8. In the past year, the Firm has been paid $[AMOUNT] by the Debtors in respect of services rendered to the Debtors. In addition, the Firm has rendered services that have not yet been billed or that have been billed but with respect to which payment has not yet been received. The Firm is currently owed $[AMOUNT] on account of prepetition services. [FOR NON-LEGAL FIRMS: The Firm has waived, or will waive, any prepetition claims against the Debtors' estates.]

9. As of the Petition Date, the Firm [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of such agreement is attached as **Exhibit 2** to this Declaration.]

10. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

11. To the best of my knowledge, formed after due inquiry, neither I nor any professional employed by the Firm is a relative of the United States Bankruptcy Judge assigned to these chapter 11 cases, and the Firm does not have any connection with the United States Bankruptcy Judge, the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee"), or any person employed by the U.S. Trustee that would render the Firm's retention in these chapter 11 cases improper.

12. The Firm's current customary [hourly] rates, subject to change from time to time, are $[AMOUNT]. In the normal course of business, the Firm revises its regular [hourly] rates and

advises that, effective on of each year, the aforementioned rates will be revised to the regular [hourly] rates that will be in effect at that time.[3]

13. The Firm [does/does not] keep in the ordinary course of business time records in one-tenth-of-an-hour increments. [IF THE FIRM DOES NOT KEEP TIME IN ONE-TENTH-OF-AN-HOUR INCREMENTS, EXPLAIN HOW TIME RECORDS ARE KEPT.]

14. I understand the limitations on compensation and reimbursement of expenses under the OCP Order. Specifically, the Firm understands that in the event its compensation and expenses exceeds the OCP Cap, the Firm will be required to file with the Court a fee application for approval of its compensation and expenses.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Date: _____, 2026

_____

[**DECLARANT'S NAME**]

[3] [DISCLOSE BILLING RATES FOR DEBTORS IF DIFFERENT FROM FIRM'S CUSTOMARY RATES, AND IF THE FEES ARE NOT BASED ON HOURLY RATES, PLEASE DISCLOSE THE NATURE OF THE FEES (E.G., FLAT FEE, CONTINGENCY) AND THE AMOUNT.]

Schedule 1

Tier 1 OCP List

Name	Address	Service
Arnold & Porter Kaye Scholer LLP (d/b/a Arnold & Porter)	601 Massachusetts Ave NW, Washington, DC 20001	Corporate & Regulatory Counsel
Troutman Pepper Hamilton Sanders LLP	600 Peachtree Street NE, Suite 3000, Atlanta, GA 30308	Corporate & Litigation Counsel
PerkinsCoie	1301 Second Avenue, Suite 4200, Seattle, WA 98101	Government Contracts & Litigation Counsel
BGR Group	601 13th Street NW, The Homer Building, Washington, DC 20005	Lobbyist

Schedule 2

Tier 2 OCP List

Name	Address	Service
PwC US Tax LLP	300 Madison Avenue, New York, NY 10017	Tax & Audit Services
Integrate Consulting, LLC	472 Meeting Street, Suite C117, Charleston, SC 29403	IT Consulting
McGuire Woods	Gateway Plaza, 800 East Canal Street, Richmond, VA 23219	Employment & Litigation Counsel
Dickinson Wright PLLC	500 Woodward Avenue, Suite 4000, Detroit, MI 48226	Government Contracts & Litigation Counsel
Chess Consulting LLC	11710 Plaza America Drive, Suite 820, Reston, VA 20190	Regulatory Compliance / Forensic Accounting
Vinson & Elkins LLP	Texas Tower, 845 Texas Avenue, Suite 4700, Houston, TX 77002	Government Contracts & Litigation Counsel
Zucker Law Group	33 Arch Street, 25th Floor, Boston, MA 02210	Employment & Litigation Counsel
Serrala Americas Inc.	200 N. LaSalle Street, Suite 2460, Chicago, IL 60601	Treasury / AP Automation Software
Murphy & King, PC	28 State Street, Suite 3101, Boston, MA 02109	Business & Real Estate Counsel
MELCHERS Rechtsanwälte	Postfach 10 52 22 Heidelberg 69042 Germany	German Counsel
BDO	225 West Randolph Street, Suite 2200, Chicago, IL 60606	Tax & Audit Services
BDO AG Wirtschaftspruefungsgesellschaft	Fuhlentwiete 12, 20355 Hamburg, Germany	Tax & Audit Services
Hamilton, Brook, Smith & Reynolds, P.C.	55 Old Bedford Road, Suite 200, Lincoln, MA 01773	Patent & Trademark Counsel

Name	Address	Service
Kinsey Consulting, LLC	5011 Bob White Ct, Frederick, MD 21703	Facility Security Clearance Consulting
Corporation Service Company (CSC)	251 Little Falls Drive, Wilmington, DE 19808	Registered Agent / Compliance Services