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)
	Objection Deadline: November 25, 2026 at 4:00 p.m. (ET) **Hearing Date: December 17, 2026 at 1:00 p.m. (ET)**

DEBTORS' SUPPLEMENTAL MOTION FOR ENTRY OF AN ORDER AUTHORIZING ADDITIONAL PARTICIPANTS IN THE PREVIOUSLY APPROVED KEY EMPLOYEE RETENTION PLAN AND KEY EXECUTIVE INCENTIVE PLAN

Noble Supply & Logistics, LLC and certain of its affiliates, the debtors and debtors in possession (collectively, the "Debtors") hereby move (this "Motion") this Court for entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Proposed Order") authorizing the addition of certain participants to the Debtors' previously approved key employee retention plan and key executive incentive plan and granting related relief. In support of the Motion, the Debtors submit the *Supplemental Declaration of Robert Albergotti, Chief Transformation Officer of Noble Equity Holdings, LLC, in Support of Supplemental Motion for Entry of an Order Authorizing Additional Participants in the Previously Approved Key Employee Retention Plan and Key Executive Incentive Plan* (the "Albergotti Declaration") and respectfully state as follows:

[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.

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PRELIMINARY STATEMENT

1. The Debtors seek approval of limited modifications to their previously approved key employee retention plan (the "KERP") and key executive incentive plan (the "KEIP" and, together with the KERP, the "Employee Programs"). Since the Court approved the Employee Programs, eight participants have resigned or otherwise departed, including six KERP participants and two KEIP participants. The Debtors propose to remove those individuals and add only six employees: five non-insider employees to the KERP and one employee to the KEIP. The result is a net reduction of two participants and a lower aggregate cost under both Programs.

2. The modifications reduce the Debtors' maximum potential obligations under the KERP by approximately $17,427 and under the KEIP by approximately $36,622, for a combined reduction of approximately $54,049 below the amounts the Court previously authorized. The Debtors are not seeking to increase any authorized amount. They seek to preserve the benefits of both Programs at a lower cost to the estates.

3. The modifications also leave every previously approved performance metric, award formula, vesting condition and other material term unchanged. The Debtors seek to adjust who participates, to account for departures and to direct the remaining awards to employees whose continued service is critical to maintaining operations and completing the Debtors' sale and restructuring efforts. There is no reason to leave critical employees outside the Programs merely because other participants have departed, particularly where the additions will reduce, not increase, the Programs' aggregate cost. The requested relief is a sound exercise of the Debtors' business judgment and is justified by the facts and circumstances of these cases under section 503(c) of the Bankruptcy Code.

JURISDICTION AND VENUE

4. The Court has jurisdiction over this matter pursuant to 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 as of February 29, 2012 (the "Amended Standing Order"). This is a core proceeding pursuant to 28 U.S.C. § 157(b), and the Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Motion.

5. The statutory and legal predicates for the relief sought herein are sections 363(b) and 503(c) of the Bankruptcy Code, Bankruptcy Rule 6004, and Rule 9013-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules").

BACKGROUND

A. General Background

6. On August 30, 2026 (the "Petition Date"), each Debtor commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 Cases"). These Chapter 11 Cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b). *See* Docket No. 68.

7. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. On September 16, 2026, the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed

an Official Committee of Unsecured Creditors (the "Committee") in the Chapter 11 Cases. *See* Docket No. 128.[2] No trustee or examiner has been appointed in the Chapter 11 Cases.

B. The Employee Programs

8. On September 25, 2026, the Debtors filed their *Motion for Entry of an Order Approving (I) Key Employee Retention Plan and (II) Key Executive Incentive Plan* (the "Initial Motion") [Docket No. 195], seeking approval of the Employee Programs.[3] Contemporaneously therewith, the Debtors filed the *Declaration of Robert Albergotti, Chief Transformation Officer of Noble Equity Holdings, LLC, in Support of Debtors' Motion for Entry of an Order Approving (I) Key Employee Retention Plan and (II) Key Executive Incentive Plan* (the "Initial Albergotti Declaration") [Docket No. 196].

9. On October 12, 2026, the Debtors filed the *Supplemental Declaration of Robert Albergotti, Chief Transformation Officer of Noble Equity Holdings, LLC, in Support of Debtors' Motion for Entry of an Order Approving (I) Key Employee Retention Plan and (II) Key Executive Incentive Plan* [Docket No. 304] (the "Supplemental Albergotti Declaration").

10. On October 13, 2026, the Court entered an *Order Pursuant to Sections 363(b) and 503(c) of the Bankruptcy Code Approving Key Employee Retention Plan and Key Executive Incentive Plan* (the "Initial Order") [Docket No. 317].

C. Additional Participants

11. In light of the Debtors' continuing operational and restructuring needs, the Debtors seek authorization to add five employees to the KERP (the "Additional KERP Participants") and

[2] The U.S. Trustee filed an amended notice appointing the Committee on September 24, 2026. *See* Docket No. 171.

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

one employee to the KEIP (the "Additional KEIP Participant," and collectively, the "Additional Participants"). These employees perform important functions relating to the Debtors' ongoing business operations, customer relationships, and restructuring efforts, and their continued employment is important to preserving estate value. The Additional Participants and proposed awards are described in **Schedule 1** attached hereto.

12. Importantly, after accounting for employee resignations and the proposed Additional Participants, the anticipated aggregate cost of each Program will remain below the amounts previously approved by the Court. Accordingly, the proposed additions will not result in any increase in the aggregate amounts authorized under the Initial Order.

13. The Debtors seek no change to the Programs' performance metrics, award formulas, vesting conditions, payment structure, or other substantive terms. The Additional Participants will be subject to the same applicable terms and conditions as the previously approved participants, with the applicable commencement or measurement dates specified in **Schedule 1**.

RELIEF REQUESTED

14. By this Motion, the Debtors seek entry of the Proposed Order, pursuant to sections 363(b) and 503(c) of the Bankruptcy Code, authorizing the addition of the Additional Participants to the previously approved Programs, subject to the existing terms and conditions thereof, without increasing the aggregate amounts authorized under the Initial Order.

BASIS FOR RELIEF REQUESTED

15. Section 363(b) permits the use of estate property outside the ordinary course upon a sound business justification, and section 503(c) governs certain employee compensation arrangements.[4] The Initial Motion established, and the Initial Order approved, the legal and factual

[4] The legal standards governing approval of the Programs under sections 363(b) and 503(c) of the Bankruptcy Code, including the business judgment standard, the insider analysis under section 101(31) of the Bankruptcy

bases for the Programs. The Debtors incorporate that showing by reference rather than repeat it here.

16. The proposed additions represent a limited supplement to the previously approved Programs rather than the establishment of new compensation arrangements. The Additional KERP Participants are non-insiders, as further addressed in the Albergotti Declaration, and the Additional KEIP Participant will be subject to the same performance-based incentive structure previously approved by the Court. Because the Additional KEIP Participant's award is contingent upon achieving the performance metrics previously approved by the Court, the award is primarily incentivizing rather than retentive and does not constitute a retention payment subject to section 503(c)(1) of the Bankruptcy Code. Accordingly, the Debtors submit that the proposed additions are consistent with sections 363(b) and 503(c) of the Bankruptcy Code and that the Debtors' decision to implement them constitutes a sound exercise of their business judgment.

17. The Additional Participants' continued service is important to the Debtors' operations and restructuring efforts, and their proposed awards are justified by their responsibilities and the facts and circumstances of these cases. Because the proposed additions preserve the Programs' existing terms and do not increase the aggregate authorized expenditures, the requested relief is a sound exercise of the Debtors' business judgment and in the best interests of their estates.

Code, and the incentive-versus-retention analysis under section 503(c)(1) of the Bankruptcy Code, are set forth in the Initial Motion and are incorporated herein by reference. Because the relief requested herein is limited to adding participants to the Programs on their previously approved terms, the Debtors do not restate those standards here.

NOTICE

18. Notice of this Motion will be given to: (i) the United States Trustee for the District of Delaware; (ii) counsel to the Prepetition ABL Agent; (iii) counsel to the Prepetition Term Loan Agent; (iv) counsel to the Prepetition Subordinated Note Agent; (v) counsel to the Prepetition Subordinated Note Holders; (vi) the Committee; and (vii) all parties that have requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice is required.

[Remainder of page intentionally left blank]

WHEREFORE, the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: November 11, 2026
Wilmington, Delaware

/s/ Justin R. Alberto

COLE SCHOTZ P.C.
Justin R. Alberto (No. 5126)
Patrick J. Reilley (No. 4451)
Jack M. Dougherty (No. 6784)
500 Delaware Avenue, Suite 600
Wilmington, DE 19801
Telephone: (302) 652-3131
Facsimile: (302) 652-3117
Email: jalberto@coleschotz.com
preilley@coleschoz.com
jdougherty@coleschotz.com

Michael D. Sirota (admitted *pro hac vice*)
Seth Van Aalten (admitted *pro hac vice*)
Sarah A. Carnes (admitted *pro hac vice*)
Anthony De Leo (admitted *pro hac vice*)
1325 Avenue of the Americas, 19th Floor
New York, NY 10019
Telephone: (212) 752-8000
Facsimile: (212) 752-8393
Email: msirota@coleschotz.com
svanaalten@coleschotz.com
scarnes@coleschotz.com
adeleo@coleschotz.com

Co-Counsel to the Debtors
and Debtors in Possession

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
601 Lexington Avenue
New York, NY 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com

-and-

Patrick J. Nash, Jr., P.C. (admitted *pro hac vice*)
Charles B. Sterrett (admitted *pro hac vice*)
333 West Wolf Point Plaza
Chicago, IL 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: charles.sterrett@kirkland.com
patrick.nash@kirkland.com

Co-Counsel to the Debtors
and Debtors in Possession

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)
	Objection Deadline: November 25, 2026 at 4:00 p.m. (ET) **Hearing Date: December 17, 2026 at 1:00 p.m. (ET)**

NOTICE OF DEBTORS' SUPPLEMENTAL MOTION FOR ENTRY OF AN ORDER AUTHORIZING ADDITIONAL PARTICIPANTS IN THE PREVIOUSLY APPROVED KEY EMPLOYEE RETENTION PLAN AND KEY EXECUTIVE INCENTIVE PLAN

PLEASE TAKE NOTICE that on November 11, 2026, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the *Debtors' Supplemental Motion for Entry of an Order Authorizing Additional Participants in the Previously Approved Key Employee Retention Plan and Key Executive Incentive Plan* (the "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Court").

PLEASE TAKE FURTHER NOTICE that a hearing on the Motion is scheduled for **December 17, 2026 at 1:00 p.m. (prevailing Eastern Time)** before the Honorable Craig T. Goldblatt, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom No. 5, Wilmington, DE 19801.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion and the entry of an order approving the Motion must be filed on or before **November 25, 2026 at 4:00 p.m. (prevailing Eastern Time)** (the "Objection Deadline") with the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon the following parties so as to be actually received by the Objection Deadline: (i) co-counsel for the Debtors (a) Kirkland & Ellis LLP, 333 West Wolf Point Plaza, Chicago, Illinois 60654, Attn.: Patrick J. Nash, Jr., P.C. (patrick.nash@kirkland.com) and Charles B. Sterrett (charles.sterrett@kirkland.com); and (b) Cole Schotz P.C., 500 Delaware Avenue, Suite 600, Wilmington, Delaware 19801, Attn.: Justin R. Alberto (jalberto@coleschotz.com), Patrick J. Reilley (preilley@coleschotz.com) and Jack M. Dougherty (jdougherty@coleschotz.com), and 1325 Avenue of the Americas, 19th Floor, New York, New York 10019, Attn.: Seth Van Aalten (svanaalten@coleschotz.com), Sarah A. Carnes (scarnes@coleschotz.com) and Anthony De Leo (adeleo@coleschotz.com); (ii) the United

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States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801, Attn.: Linda J. Casey (linda.casey@usdoj.gov); and (iii) counsel to the Official Committee of Unsecured Creditors, (a) Brown Rudnick LLP, One Financial Center, Boston, MA 02111, Attn: Tristan Axelrod (taxelrod@brownrudnick.com), Jessica Y. Liong (jliong@brownrudnick.com), and August Dinwiddie (ADinwiddie@brownrudnick.com) and (b) Morris James LLP, 3205 Avenue North Boulevard, Suite 100, Wilmington, Delaware 19803, Attn: Jeffrey R. Waxman (jwaxman@morrisjames.com); and (f) any other party that has requested notice pursuant to Bankruptcy Rule 2002.

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.

Dated: November 11, 2026
Wilmington, Delaware

/s/ Justin R. Alberto

COLE SCHOTZ P.C.
Justin R. Alberto (No. 5126)
Patrick J. Reilley (No. 4451)
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500 Delaware Avenue, Suite 600
Wilmington, DE 19801
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601 Lexington Avenue
New York, NY 10022
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Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com

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333 West Wolf Point Plaza
Chicago, IL 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
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patrick.nash@kirkland.com

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Schedule 1

Additional Participants

KERP

Name	Title	Annual Salary	Retention Award
Core Group for Business Operations (5 employees; 1.5x monthly salary)			
[redacted]	SB - Senior Buyer	[redacted]	[redacted]
[redacted]	SICR - Inventory Control Supervisor	[redacted]	[redacted]
[redacted]	DCS2 - Distribution Center Supervisor, 2nd Shift	[redacted]	[redacted]
[redacted]	WHRS - Receiving Supervisor	[redacted]	[redacted]
[redacted]	VP - Vice President	[redacted]	[redacted]
Total 5 Employees			**$65,831.28**

KEIP

Name	Title	Target Incentive Opportunity	125% Threshold	Maximum (150%)
[redacted]	CASR - Senior Contract Administrator	$12,600.93	[redacted]	[redacted]
Total 1 Employee		**$12,600.93**	**$15,751.17**	**$25,201.87**

EXHIBIT A

Proposed Order

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) **Re: Docket Nos. 195, 336 and ___**

ORDER AUTHORIZING ADDITIONAL PARTICIPANTS IN THE PREVIOUSLY APPROVED KEY EMPLOYEE RETENTION PLAN AND KEY EXECUTIVE INCENTIVE PLAN

Upon consideration of the motion (the "Motion")[2] of the debtors and debtors in possession in the above-captioned cases (the "Debtors") for entry of an order pursuant to sections 105(a), 363(b) and 503(c) of title 11 of the United States Code (the "Bankruptcy Code"), authorizing additional participants in the previously approved key employee retention plan and key executive incentive plan; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and it appearing that the Court has jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and the Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion and provided for herein is in the

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

best interest of the Debtors, their estates, and creditors; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

2. The addition of five (5) Additional KERP Participants to the Initial KERP and one (1) Additional KEIP Participant to the Initial KEIP, as identified on Schedule 1 to the Motion, is approved.

3. The Debtors are authorized, but not directed, to implement this Order and make payments to the Additional KERP Participants and Additional KEIP Participant in accordance with the applicable plans and the Initial Order

4. Except for the addition of the participants approved herein, the Initial KERP, Initial KEIP, and Initial Order remain unchanged and in full force and effect.

5. Nothing in this Order shall be deemed to authorize the payment of any severance payments to insiders of the Debtors or that are otherwise subject to sections 503(c)(1) or 503(c)(2) of the Bankruptcy Code.

6. This Order shall be effective and enforceable immediately upon entry, notwithstanding Bankruptcy Rule 6004(h).

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