IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
WEST MARINE, INC., *et al.*,[1]	)	Case No. 26-10794 (KBO)
Debtors.	)	(Jointly Administered)
	)	**Ref. Docket Nos. 9 & 67**

CERTIFICATION OF COUNSEL REGARDING *REVISED* PROPOSED FINAL ORDER (I) AUTHORIZING THE DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, OTHER COMPENSATION, AND REIMBURSABLE EXPENSES, (B) CONTINUE EMPLOYEE BENEFITS PROGRAMS, AND (C) PAY AND HONOR WORKERS' COMPENSATION OBLIGATIONS; (II) AUTHORIZING BANKS TO HONOR AND PROCESS CHECKS AND TRANSFERS RELATED TO SUCH OBLIGATIONS; AND (III) GRANTING RELATED RELIEF

On May 17, 2026, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses, (B) Continue Employee Benefits Programs, and (C) Pay and Honor Workers' Compensation Obligations; (II) Authorizing Banks to Honor and Process Checks and Transfers Related to Such Obligations; and (III) Granting Related Relief* [Docket No. 9] (the "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Court"). A proposed form of order approving the Motion on a final basis was attached to the Motion as Exhibit B (the "Proposed Final Order").

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: West Marine, Inc. (5502); Marine One Holdco, LLC (2231); Marine One Parent, Inc. (0402); Rising Tide Holdings Inc. (2628); Rising Tide Parent Inc. (6153); Seascapes, Inc. (3739); W Marine Management Company, Inc. (4151); and West Marine Products, Inc. (4523). For purposes of these chapter 11 cases, the Debtors' service address is West Marine Headquarters, 1 East Broward Blvd., Suite 200, Fort Lauderdale, FL 33301.

On May 19, 2026, the Court entered an order approving the Motion on an interim basis [Docket No. 67] (the "Interim Order"). Pursuant to the Interim Order, any objections or responses to entry of the Proposed Final Order were to be filed and served by 4:00 p.m. (ET) on June 2, 2026 (the "Objection Deadline").[2]

Prior to the Objection Deadline, the Debtors received informal comments from (i) the Official Committee of Unsecured Creditors (the "Committee"), (ii) the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee"), and (iii) WEX Bank (collectively with the Committee and the U.S. Trustee, the "Responding Parties") with respect to the Proposed Final Order. To resolve the Responding Parties' respective comments, the Debtors have agreed to revise the Proposed Final Order, as reflected in the revised proposed order attached hereto as **Exhibit 1** (the "Revised Proposed Final Order"). For the convenience of the Court and other interested parties, a blackline comparing the Revised Proposed Final Order against the Proposed Final Order is attached hereto as **Exhibit 2**.

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[2] The Objection Deadline was extended for the U.S. Trustee and the Committee (each as defined below).

WHEREFORE, as the Debtors did not receive any objections or responses other than those described herein, and the Responding Parties do not object to entry of the Revised Proposed Final Order, the Debtors respectfully request that the Court enter the Revised Proposed Final Order without further notice or hearing at the Court's earliest convenience.

Dated: June 8, 2026
Wilmington, Delaware

/s/ Shella Borovinskaya

YOUNG CONAWAY STARGATT & TAYLOR, LLP
Michael R. Nestor (Del. No. 3526)
Kara Hammond Coyle (Del. No. 4410)
Shella Borovinskaya (Del. No. 6758)
Kristin L. Cardoza (Del. No. 6871)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: mnestor@ycst.com
kcoyle@ycst.com
sborovinskaya@ycst.com
kcardoza@ycst.com

Proposed Co-Counsel for the Debtors and Debtors in Possession

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

-and-

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
Brian J. Nakhaimousa (admitted *pro hac vice*)
830 Brickell Plaza
Miami, Florida 33131
Telephone: (305) 432-5600
Email: brian.nakhaimousa@kirkland.com

Proposed Co-Counsel for the Debtors and Debtors in Possession

EXHIBIT 1

Revised Proposed Final Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
WEST MARINE, INC., *et al.*,[1]	)	Case No. 26-10794 (KBO)
Debtors.	)	(Jointly Administered)
	)	**Re: Docket Nos. 9 & 67**

FINAL ORDER (I) AUTHORIZING THE DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, OTHER COMPENSATION, AND REIMBURSABLE EXPENSES, (B) CONTINUE EMPLOYEE BENEFITS PROGRAMS, AND (C) PAY AND HONOR WORKERS' COMPENSATION OBLIGATIONS; (II) AUTHORIZING BANKS TO HONOR AND PROCESS CHECKS AND TRANSFERS RELATED TO SUCH OBLIGATIONS; AND (III) GRANTING RELATED RELIEF

Upon the motion (the "Motion")[2] of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of a final order (this "Final Order"): (a) authorizing the Debtors to (i) pay undisputed prepetition wages, salaries, other compensation, and reimbursable expenses and (ii) continue employee benefits programs, in each case in the ordinary course of business, including payment of certain undisputed prepetition obligations related thereto, (b) authorizing the Banks to honor and process check and electronic transfer requests related to the foregoing, and (c) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the United States District Court for the District of Delaware having jurisdiction over this matter pursuant to 28 U.S.C. § 1334, which was referred to this Court under

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

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 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 and 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"), if any; 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 on a final basis as set forth in this Final Order.

2. Any objections to the entry of this Final Order, to the extent not withdrawn or settled, are overruled.

3. The Debtors are authorized, but not directed, to continue, amend, modify, or discontinue the Compensation and Benefits and to implement new programs, policies, and benefits in the ordinary course of business during these chapter 11 cases in their sole discretion, in accordance with the Debtors' prepetition policies and practices, (subject in all respects to the terms of the Interim Order and Final Order, as applicable) and applicable law. The Debtors will provide

five (5) calendar days' prior notice to the Official Committee of Unsecured Creditors of any material amendment or termination of any existing Compensation and Benefits.

4. The Debtors are authorized, but not directed, to honor and pay any prepetition amounts related to the Compensation and Benefits pursuant to this Final Order in the ordinary course of business and consistent with past practice, as and when such obligations are due, in an amount not to exceed $9,658,200.00, in the aggregate; *provided* that the Debtors shall not make transfers on account of any Compensation and Benefits obligations to or for the benefit of any individual that, when aggregated, exceed the priority amounts set forth in sections 507(a)(4) or 507(a)(5) of the Bankruptcy Code.

5. Nothing herein shall be deemed to authorize the payment of any amounts that violate or implicate section 503(c) of the Bankruptcy Code; *provided* that nothing herein shall prejudice the Debtors' ability to seek approval of relief pursuant to section 503(c) of the Bankruptcy Code by separate motion at a later time.

6. Pursuant to section 362(d) of the Bankruptcy Code, the automatic stay is modified solely to the extent necessary to allow Crew Members to proceed with their workers' compensation claims in the appropriate judicial or administrative forum, and the Debtors are authorized to continue the Workers' Compensation Program and pay any amounts relating thereto in the ordinary course of business. The modification of the automatic stay set forth in this paragraph pertains solely to claims under the Workers' Compensation Program. Payment on account of any recoveries obtained in connection with a claim brought pursuant to this paragraph is limited to the terms and conditions of the applicable Workers' Compensation Program, including with regard to any policy limits or caps.

7. The Debtors are authorized, but not directed, to (a) continue and maintain the Letter of Credit and, subject to paragraph 4 herein, pay any prepetition or postpetition amounts in the ordinary course of business and consistent with prepetition practices, and (b) renew, amend, supplement, extend, enter into, or purchase letters of credit, to the extent the Debtors determine that such action is in the best interests of their estates.

8. Subject to paragraph 4 herein, the Debtors are authorized, but not directed, (i) to pay WEX Bank, as issuer of the business charge cards used to purchase gas under the Company Car Program, (a) any prepetition amounts owed in an amount not to exceed $70,000.00, and (b) to pay any amounts owed on a postpetition basis in the ordinary course of business, and (ii) to provide WEX Bank a security deposit in the amount of $75,000.00; *provided* that upon the effective date of any confirmed chapter 11 plan in these chapter 11 cases (the "Effective Date"), such security deposit shall be (x) applied to any outstanding balance owed to WEX Bank by the Debtors, if any, and (y) the remaining balance of the security deposit, if any, shall be refunded to the Debtors after the Effective Date, and within ten (10) business days of written request of the Debtors (email being sufficient).

9. The Debtors are authorized, but not directed, to forward any unpaid amounts on account of Withholding Obligations to the appropriate third-party recipients or taxing authorities in the ordinary course of business.

10. The Debtors are authorized, but not directed, to pay in the ordinary course of business any costs and expenses incidental to payment of the Compensation and Benefits obligations, including the unpaid Payroll Processing Fees, all administrative and processing costs, and necessary payments to outside professionals.

11. Nothing contained herein is intended or should be construed to create an administrative priority claim on account of the Compensation and Benefits obligations.

12. Nothing herein shall be deemed to authorize the Debtors to cash out unpaid Paid Leave Benefits except upon termination of a Crew Member, where applicable non-bankruptcy law requires such payment.

13. The Debtors are authorized, but not directed, to pay and honor all claims and obligations, if any, whether arising prepetition or postpetition, on account of the Non-Insider Severance Program and Non-Insider Incentive Programs; *provided* that the Debtors shall not make any severance or bonus payments to any insiders (as that term is defined in section 101(31) of the Bankruptcy Code) without further order of this Court; *provided*, *further* that should the Debtors seek to make any payments under the Non-Insider Severance Program or the Non-Insider Incentive Programs to any individual with the title of Vice President or Senior Director, the Debtors shall first file and serve a declaration disclosing their intent to make such payments on the U.S. Trustee and parties requesting notice in these chapter 11 cases under Bankruptcy Rule 2002, and parties in interest shall have ten (10) calendar days to object to the proposed payments to such individuals on the sole basis that such individuals are insiders.

14. The Banks on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such Banks are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

15. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief (including any payment made in accordance with this Final Order), nothing

in this Final Order is intended as or shall be construed or deemed to be: (a) an implication or admission as to the amount of, basis for, or validity of any particular claim against the Debtors under the Bankruptcy Code or other applicable non-bankruptcy law; (b) a waiver of the Debtors' or any other party in interest's rights to dispute any particular 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 this Final Order or the Motion or any order granting the relief requested by the Motion; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code or otherwise affect the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease; (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 the Debtors' or any other party in interest's claims, causes of action, or other rights under the Bankruptcy Code or any other applicable law; or (h) a waiver of the obligation of any party in interest to file a proof of claim.

16. The Debtors are authorized, but not directed, to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein.

17. Nothing in this Final Order authorizes the Debtors to accelerate any payments not otherwise due.

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

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

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

21. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

EXHIBIT 2

Blackline

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
WEST MARINE, INC., *et al.*,[1]	Case No. 26-10794 (KBO)
Debtors.	(Jointly Administered)
	Re: Docket Nos. 9 & 67

FINAL ORDER (I) AUTHORIZING THE DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, OTHER COMPENSATION, AND REIMBURSABLE EXPENSES, (B) CONTINUE EMPLOYEE BENEFITS PROGRAMS, AND (C) PAY AND HONOR WORKERS' COMPENSATION OBLIGATIONS; (II) AUTHORIZING BANKS TO HONOR AND PROCESS CHECKS AND TRANSFERS RELATED TO SUCH OBLIGATIONS; AND (III) GRANTING RELATED RELIEF

Upon the motion (the "Motion")[2] of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of a final order (this "Final Order"): (a) authorizing the Debtors to (i) pay undisputed prepetition wages, salaries, other compensation, and reimbursable expenses and (ii) continue employee benefits programs, in each case in the ordinary course of business, including payment of certain undisputed prepetition obligations related thereto, (b) authorizing the Banks to honor and process check and electronic transfer requests related to the foregoing, and (c) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the United States District Court for the District of Delaware having jurisdiction over this matter pursuant to 28 U.S.C. § 1334, which was

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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 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 and 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"), if any; 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 on a final basis as set forth in this Final Order.

2. Any objections to the entry of this Final Order, to the extent not withdrawn or settled, are overruled.

3. The Debtors are authorized, but not directed, to continue, amend, modify, or discontinue the Compensation and Benefits and to implement new programs, policies, and benefits in the ordinary course of business during these chapter 11 cases in their sole discretion, in accordance with the Debtors' prepetition policies and practices, (subject in all respects to the terms of the Interim Order and Final Order, as applicable) and applicable law. The Debtors will

provide five (5) calendar days' prior notice to the Official Committee of Unsecured Creditors of any material amendment or termination of any existing Compensation and Benefits.

4. The Debtors are authorized, but not directed, to honor and pay any prepetition amounts related to the Compensation and Benefits pursuant to this Final Order in the ordinary course of business and consistent with past practice, as and when such obligations are due, in an amount not to exceed $9,658,200.00, in the aggregate~~, including, for the avoidance of doubt, any prepetition obligations relating to the~~; *provided* that the Debtors shall not make transfers on account of any Compensation and Benefits~~, if any, that~~ obligations to or for the benefit of any individual that, when aggregated, exceed the priority amounts set forth in sections 507(a)(4) ~~and~~or 507(a)(5) of the Bankruptcy Code.

5. Nothing herein shall be deemed to authorize the payment of any amounts that violate or implicate section 503(c) of the Bankruptcy Code; *provided* that nothing herein shall prejudice the Debtors' ability to seek approval of relief pursuant to section 503(c) of the Bankruptcy Code by separate motion at a later time.

6. Pursuant to section 362(d) of the Bankruptcy Code, the automatic stay is modified solely to the extent necessary to allow Crew Members to proceed with their workers' compensation claims in the appropriate judicial or administrative forum, and the Debtors are authorized to continue the Workers' Compensation Program and pay any amounts relating thereto in the ordinary course of business. The modification of the automatic stay set forth in this paragraph pertains solely to claims under the Workers' Compensation Program. Payment on account of any recoveries obtained in connection with a claim brought pursuant to this paragraph is limited to the terms and conditions of the applicable Workers' Compensation Program, including with regard to any policy limits or caps.

7. The Debtors are authorized, but not directed, to (a) continue and maintain the Letter of Credit and, subject to paragraph 4 herein, pay any prepetition or postpetition amounts in the ordinary course of business and consistent with prepetition practices, and (b) renew, amend, supplement, extend, enter into, or purchase letters of credit, to the extent the Debtors determine that such action is in the best interests of their estates.

8. Subject to paragraph 4 herein, the Debtors are authorized, but not directed, (i) to pay WEX Bank, as issuer of the business charge cards used to purchase gas under the Company Car Program, (a) any prepetition amounts owed in an amount not to exceed $70,000.00, and (b) to pay any amounts owed on a postpetition basis in the ordinary course of business, and (ii) to provide WEX Bank a security deposit in the amount of $75,000.00; *provided* that upon the effective date of any confirmed chapter 11 plan in these chapter 11 cases (the "Effective Date"), such security deposit shall be (x) applied to any outstanding balance owed to WEX Bank by the Debtors, if any, and (y) the remaining balance of the security deposit, if any, shall be refunded to the Debtors after the Effective Date, and within ten (10) business days of written request of the Debtors (email being sufficient).

9. ~~8.~~ The Debtors are authorized, but not directed, to forward any unpaid amounts on account of Withholding Obligations to the appropriate third-party recipients or taxing authorities in the ordinary course of business.

10. ~~9.~~ The Debtors are authorized, but not directed, to pay in the ordinary course of business any costs and expenses incidental to payment of the Compensation and Benefits obligations, including the unpaid Payroll Processing Fees, all administrative and processing costs, and necessary payments to outside professionals.

11. ~~10.~~ Nothing contained herein is intended or should be construed to create an administrative priority claim on account of the Compensation and Benefits obligations.

12. ~~11.~~ Nothing herein shall be deemed to authorize the Debtors to cash out unpaid Paid Leave Benefits except upon termination of a Crew Member, where applicable non-bankruptcy law requires such payment.

13. ~~12.~~ The Debtors are authorized, but not directed, to pay and honor all claims and obligations, if any, whether arising prepetition or postpetition, on account of the Non-Insider Severance Program and Non-Insider Incentive Programs; *provided* that the Debtors shall not make any severance or bonus payments to any insiders (as that term is defined in section 101(31) of the Bankruptcy Code) without further order of this Court~~.~~; *provided*, *further* that should the Debtors seek to make any payments under the Non-Insider Severance Program or the Non-Insider Incentive Programs to any individual with the title of Vice President or Senior Director, the Debtors shall first file and serve a declaration disclosing their intent to make such payments on the U.S. Trustee and parties requesting notice in these chapter 11 cases under Bankruptcy Rule 2002, and parties in interest shall have ten (10) calendar days to object to the proposed payments to such individuals on the sole basis that such individuals are insiders.

14. ~~13.~~ The Banks on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such Banks are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

15. ~~14.~~ Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief (including any payment made in accordance with this Final Order),

nothing in this Final Order is intended as or shall be construed or deemed to be: (a) an implication or admission as to the amount of, basis for, or validity of any particular claim against the Debtors under the Bankruptcy Code or other applicable non-bankruptcy law; (b) a waiver of the Debtors' or any other party in interest's rights to dispute any particular 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 this Final Order or the Motion or any order granting the relief requested by the Motion; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code or otherwise affect the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease; (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 the Debtors' or any other party in interest's claims, causes of action, or other rights under the Bankruptcy Code or any other applicable law; or (h) a waiver of the obligation of any party in interest to file a proof of claim.

16. ~~15.~~ The Debtors are authorized, but not directed, to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein.

17. ~~16.~~ Nothing in this Final Order authorizes the Debtors to accelerate any payments not otherwise due.

~~17. Notwithstanding anything to the contrary contained herein, any payment to be made, and any relief or authorization granted hereunder, shall not conflict with, and shall be subject to,~~

~~the requirements imposed on the Debtors under the terms of any order authorizing the use of cash collateral (the "Cash Collateral Order") and the budget approved thereunder (the "Budget"), and nothing herein shall alter the rights of the secured parties under the Cash Collateral Order or the Budget, as applicable. To the extent that there may be any conflict between the terms of this Final Order, the terms of the Cash Collateral Order or the Budget, the terms of the Cash Collateral Order or the Budget, as applicable, shall govern.~~

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

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

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

21. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.