

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

IN-SHAPE HOLDINGS, LLC *et al.*,¹

Debtors.

Chapter 11

Case No. 20-13130 (LSS)

(Jointly Administered)

Related Docket Nos.: 413, 421, 429, and 466

FINAL ORDER DISMISSING THE DEBTORS' CHAPTER 11 CASES

Pursuant to the *Debtors' Motion for Entry of an Order Pursuant to Bankruptcy Code Sections 105(a), 305(a), 349, 554, and 1112(b) and Bankruptcy Rules 1017(a) and 6007 (I) Dismissing the Debtors' Chapter 11 Cases and (II) Granting Related Relief* (the "Motion") [Dkt. #413]², and the *Certification of Counsel and Request for Entry of Final Order Dismissing Chapter 11 Cases* [Dkt. #466]; and the Court having jurisdiction to consider the Motion and the relief requested therein 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 February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b) in which the Court may enter a final order; and venue being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion being sufficient under the circumstances; and it appearing that no other or further notice is necessary; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and good and sufficient cause appearing therefor;

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's U.S. tax identification number are as follows: In-Shape Holdings, LLC (8112); In-Shape Health Clubs, LLC (2059); In-Shape Personal Training, LLC (7962). The notice address for the Debtors is 6507 Pacific Avenue, #344, Stockton, California 95207.

² All capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. The retentions of the Retained Professionals are hereby terminated, effective immediately, without the need for further action on the part of this Court, the Debtors or such firms; provided, however, that counsel to the Debtors is authorized to file on behalf of the Debtors the final monthly operating report and to take any other actions necessary in connection with the dismissal of the Chapter 11 Cases.
3. Any executory contracts or unexpired leases neither assumed and assigned nor rejected by the Debtors prior to the dismissal of these Chapter 11 Cases shall be deemed rejected as of the date of this Final Order.
4. As soon as reasonably practicable after the entry of this Order, without the need for further action on the part of this Court and without the need for further corporate action or action of the boards of directors or stockholders of the Debtors, to the extent not previously dissolved, the Debtors are authorized, but not directed, to dissolve their corporate entities in accordance with applicable state law, and the Debtors shall not be required to pay any taxes or fees in order to cause such dissolution. Any officer or other authorized corporate representative of the Debtors is authorized to execute and file on behalf of the Debtors all documents necessary and proper to effectuate and consummate the dissolution of the Debtors in accordance with the laws of the states in which they are formed.
5. Pursuant to sections 1112(b) and 305(a) of the Bankruptcy Code, the Chapter 11 Cases are dismissed effective as of the entry of this Order.
6. Upon entry of this Order, Stretto, as the Debtors' claims and noticing agent, is relieved of its responsibilities as the Debtors' claims and noticing agent in these Chapter 11 Cases;

provided that Stretto shall provide the services described in this paragraph and shall be entitled to payment and reimbursement of its fees and costs from and against any prepetition retainer provided to Stretto in connection with these Chapter 11 Cases. In accordance with Local Rule 2002-1(f)(ix), within fourteen (14) days of the entry of this Order, Stretto shall (a) forward to the Clerk of the Court an electronic version of all imaged claims, (b) upload the creditor mailing list into CM/ECF, (c) docket a combined final claims register containing claims against each Debtor, and (d) box and transport all original claims to the Philadelphia Federal Records Center, 14470 Townsend Road, Philadelphia, Pennsylvania 19154 and docket a completed SF-135 Form indicating the accession and location numbers of the archived claims.

7. Notwithstanding anything to the contrary, including, without limitation, section 349 of the Bankruptcy Code, all prior orders, releases, stipulations, settlements, rulings, and judgments of this Court made in any of the above-captioned Chapter 11 Cases, including, without limitation, the Sale Order and the DIP Financing Order, shall remain in full force and effect, shall be unaffected by the dismissal of the Chapter 11 Cases, and are specifically preserved for purposes of finality of judgment and *res judicata* unless expressly amended or overruled by a subsequent stipulation, settlement, order or judgment of this Court, as applicable.

8. The Debtors are hereby authorized and empowered to take any and all steps necessary and appropriate to effectuate the terms of this Order.

9. To the extent applicable, Bankruptcy Rules 6004(h) and 6006(d) are waived and this Order shall be effective and enforceable immediately upon entry.

10. Notwithstanding the dismissal of these Chapter 11 Cases, this Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or relating to the

implementation, interpretation or enforcement of this or any other Order of this Court entered in the Chapter 11 Cases.

Dated: September 10th, 2021
Wilmington, Delaware


LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE