

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

In re:

AEROGROUP INTERNATIONAL, INC., *et al.*,  
Debtors.<sup>1</sup>

Chapter 11

Case No. 17-11962 (CSS)

(Jointly Administered)

**Re D.I. 1225, 1256, 1267**

**ORDER (A) DISMISSING THE DEBTORS' CHAPTER 11 CASES  
AND (B) GRANTING RELATED RELIEF**

Pursuant to the *Motion of Polk 33 Lending, LLC to Convert or Dismiss the Debtors' Chapter 11 Cases* [D.I. 1225] and the Debtors' motion to approve a settlement in relation thereto [D.I. 1256] (together, the "Motions"),<sup>2</sup> and the *Certification of Counsel and Request for Entry of an Order Dismissing Chapter 11 Cases*; and the Court having jurisdiction to consider the Motions 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 Motions 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 Motions 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 Motions establish just cause for the relief granted herein; and after due deliberation and good and sufficient cause appearing therefor;

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<sup>1</sup> The debtors in these chapter 11 cases, together with the last four digits of each Debtor's federal tax identification number, are as follows: Aerogroup International, Inc. (6119), AGI Holdco, Inc. (7087), Aerogroup International, LLC (4658), Aerogroup International Holdings, LLC (4312), Aerogroup Retail Holdings, Inc. (4650), and Aerogroup Gift Card Company, Inc. (7551). The mailing address for the Debtors, solely for purposes of notices and communications, is: 201 Meadow Road, Edison, New Jersey 08817.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:**

1. The Motions are GRANTED to the extent set forth herein.
2. Pursuant to sections 1112(b) and 305(a) of the Bankruptcy Code, the above-captioned chapter 11 Cases are dismissed effective as of the entry of this Order.
3. 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, the Final DIP Order, the Allocation Order and Opinion, and the GBG Order and Opinion 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 order or judgment of this Court or other applicable court.
4. The retentions of all retained professionals are hereby terminated, effective immediately, without the need for further action on the part of this Court, the Debtors or such firms.
5. Pursuant to sections 105(a) and 554 of the Bankruptcy Code and Bankruptcy Rule 6007, to the extent not previously authorized, the Debtors are authorized, but not directed, to abandon or destroy, or cause to be abandoned or destroyed, any and all of remaining books and records; provided, that any documents containing personally identifiable information must be shredded.
6. Upon entry of this Order, Prime Clerk LLC ("Prime Clerk"), 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 Prime Clerk 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 Prime Clerk 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, Prime Clerk shall (a) forward

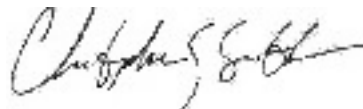
to the Clerk of the Court an electronic version of all imaged claims, (b) upload the creditor mailing list into CM/ECF, (c) docket a combined final claims register containing claims against each Debtor, and (d) box and transport all original claims to the Philadelphia Federal Records Center, 14700 Townsend Road, Philadelphia, Pennsylvania 19154 and docket a completed SF-135 Form indicating the accession and location numbers of the archived claims.

7. 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 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.

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: January 15th, 2020**  
**Wilmington, Delaware**

**CHRISTOPHER S. SONTCHI**  
**UNITED STATES BANKRUPTCY JUDGE**