

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

NWL HOLDINGS, INC., et al.,¹

Debtor.

Chapter 7

Case No. 08-12847 (MFW)

Substantively Consolidated

Re: Docket No. 1721

**ORDER GRANTING MOTION OF CHAPTER 7 TRUSTEE FOR AN ORDER
APPROVING THE SALE OF CERTAIN ASSETS OF THE DEBTORS' ESTATES
TO OAK POINT PARTNERS, INC. FREE AND CLEAR OF LIENS,
CLAIMS, INTERESTS, AND ENCUMBRANCES PURSUANT TO
11 U.S.C. §§ 105 AND 363 AND RELATED RELIEF**

Upon the Motion of Alfred T. Giuliano, the chapter 7 trustee ("Trustee") for the estates of the above-captioned Debtors ("Debtors"), requesting the entry of an order, pursuant to 11 U.S.C. §§ 105 and 363, approving the sale of certain assets of the Debtors' Estates to Oak Point Partners, Inc. ("Oak Point") and related relief ("Motion"); and the Court having jurisdiction to consider the Motion and requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and due and proper notice of the Motion having been provided; and it appearing that no other notice needs be provided; and the Court having read and considered the

¹ The Debtors are the following entities: NWL Holdings, Inc.; National Wholesale Liquidators, Inc.; National Wholesale Liquidators of Spring Valley, Inc.; 632 Broadway Variety Store, Inc.; Nanuet Wholesale Liquidators, Inc.; National Wholesale Liquidators of West Hempstead, Inc.; National Wholesalers of Kissena Center, Inc.; National Wholesale Distributors, Inc.; National Wholesale Liquidators of Beth page, Inc.; National Wholesale Liquidators of Baldwin, Inc.; National Wholesale Liquidators of Farmingdale, Inc.; National Wholesale Liquidators of Middletown, Inc.; National Wholesale Liquidators of Linden, Inc.; National Wholesale Liquidators of Newark, Inc.; National Wholesale Liquidators of Philadelphia, Inc.; National Wholesale Liquidators of Cottman, LLC; National Wholesale Liquidators of Patterson, LLC; National Wholesale Liquidators of Glenolden, LLC; National Wholesale Liquidators of Hempstead, Inc.; National Wholesale Liquidators of Brooklyn, Inc.; National Wholesale Liquidators of Yonkers, Inc.; National Wholesale Liquidators of Staten Island, Inc.; NWL Buying, Inc.; National Wholesale Liquidators of Kissena Center #2, Inc.; NWL of East Haven, Inc.; NWL of Babylon, Inc.; NWL of Co-op City, Inc.; NWL of Nanuet, Inc.; NWL of Bay Parkway, Inc.; NWL of Langley Park, Inc.; NWL of Reistertown, Inc.; National Wholesale Liquidators of Union, Inc.; National Wholesale Liquidators of Bridgeport, Inc.; National Wholesale Liquidators of Cherry Hill, Inc.; National Wholesale RX, Inc.; NWL Management, Inc.; National Wholesale Liquidators of Jersey City, Inc.; National Wholesale Liquidators of Orange, Inc.; NWL of Green Acres, Inc.; NWL of Edison, Inc.; NWL of Northern Boulevard, Inc.; NWL of Benning Road, Inc.; NWL of Hunting Park, Inc.; NWL of District Heights, Inc.; NWL of New Castle, Inc.; NWL of R.I. Ave., Inc.; NWL of Dorchester, Inc.; NWL of Reading, Inc.; NWL of Upper Darby, Inc.; NWL of Dekalb, Inc.; NWL of New Carrollton, Inc.; NWL of Cranston, Inc.; NWL of Fall River, Inc.; NWL of Oregon Ave., Inc.; NWL of Northland, Inc.; NWL of Bel Air, Inc.; NWL of Aramingo, Inc.; NWL of Evergreen, Inc.; NWL of South Orange, Inc.; NWL of Cermak, Inc.; NWL of Revere, Inc.; NWL of Catonsville, Inc.; and NWL of North Bergen, Inc.

Motion; and any objections to the Motion having been resolved, withdrawn, or otherwise overruled by the Court; and the Court having determined that the legal and factual bases set forth in the Motion and at any hearing thereon establish just and sufficient cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The relief sought in the Motion is GRANTED.
2. The Purchase Agreement² and all of its terms and conditions are approved in their entirety.
3. Pursuant to 11 U.S.C. §§ 105 and 363(b), the Trustee is authorized to sell the Remnant Assets to Oak Point for the consideration described in the Motion.
4. Pursuant to 11 U.S.C. § 363(f), the sale of Remnant Assets to Oak Point (“Sale”) shall be free and clear of any and all liens, claims, and encumbrances, with such liens, claims, and encumbrances to attach to the proceeds of the Sale with the same force, effect, and priority as such liens, claims, and encumbrances have on the Estates’ right to the Remnant Assets, as appropriate, subject to the rights and defenses of the Trustee and any party in interest with respect thereto.
5. The Trustee is authorized to take such action as is necessary to effectuate the terms of the Purchase Agreement, together with all additional instruments and documents that may be reasonably necessary to implement the Purchase Agreement.
6. Oak Point is granted the protections provided to a good faith purchaser under 11 U.S.C. § 363(m).


² Capitalized terms not defined herein shall carry the meanings ascribed to them in the Motion.

7. The transfer of the Remnant Assets to Oak Point pursuant to the Purchase Agreement constitutes a legal, valid, and effective transfer of the Remnant Assets; and shall vest Oak Point with all right, title, and interest in and to the Remnant Assets and proceeds thereof.

8. The fourteen-day stay under Bankruptcy Rule 6004(h) is waived.

9. This Court reserves jurisdiction over the provisions of this order and to hear and determine all matters arising from the implementation of this order.

Date: 9/19/16


The Honorable Mary F. Walrath
United States Bankruptcy Judge

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