

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 7
: Case No. 09-12512-(SHL)
WATERFORD WEDGWOOD USA, INC., : (Jointly Administered)
et al., :
: Debtors. : Case Nos. 09-12513, 09-12559, 09-
: 12562, 09-12570, 09-12574, 09-12577,
: 09-12598, 09-12602, 09-12611, 09-
: 12614, 09-12618 and 09-12619 (SHL)

:

**ORDER APPROVING THE SALE OF CERTAIN ASSETS OF THE
DEBTORS' ESTATES 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 John S. Pereira, chapter 7 trustee (the "Trustee") for the estates (the "Estates") of the above captioned debtors (the "Debtors"), by its counsel, requesting the entry of an Order Approving the Sale of Certain Assets of the Debtors' Estates Free and Clear of Liens, Claims, Interests and Encumbrances Pursuant to 11 U.S.C. §§ 105 and 363 and Related Relief ("Motion")¹; 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 need be provided and that further notice has been waived; and the Court having read and considered the Motion; and any objections to the Motion having been resolved, withdrawn, or otherwise overruled by the Court; and the Court having determined that the proposed sale of the Remnant Assets pursuant to the terms of the Asset Purchase Agreement, which precludes any post-sale obligation on the part of the Trustee or the Estates related to recovery on the Remnant Assets, reflects the Trustee's exercise of prudent business judgment consistent with his fiduciary duties, and is designed to

¹ Capitalized terms not defined herein shall have the meaning ascribed in the Motion.

maximize the value to be achieved for the Remnant Assets; 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just and sufficient cause for the relief granted herein *and the one limited objection to the Motion having been withdrawn*; it is hereby

ORDERED:

1. The relief sought in the Motion is GRANTED.
2. The Purchase Agreement and all of its terms and conditions are approved in their entirety.
3. Pursuant to 11 U.S.C. § 363(b), the Trustee is authorized to sell the Remnant Assets to Oak Point Partners, Inc. (“Oak Point”) for the consideration described in the Motion.
4. Pursuant to 11 U.S.C. § 363(f), the sale of the 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 and its professionals are 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, with fees and costs of preparation of such additional instruments and documents to be borne by Oak Point or its successors.

6. Oak Point is granted the protections provided to a good faith purchaser under 11 U.S.C. § 363(m).

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.

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: New York, New York
December 8, 2017

/s/ Sean H. Lane
UNITED STATES BANKRUPTCY JUDGE