

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

In re:

BLINK HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-11686 (JKS)

(Jointly Administered)

Ref. Docket No. 15

**CERTIFICATION OF COUNSEL REGARDING *REVISED*  
PROPOSED ORDER (I) AUTHORIZING REJECTION OF CERTAIN UNEXPIRED  
LEASES OF NON-RESIDENTIAL REAL PROPERTY; (II) AUTHORIZING  
ABANDONMENT OF ANY REMAINING PROPERTY LOCATED AT THE PREMISES,  
IN EACH CASE EFFECTIVE AS OF THE PETITION DATE; AND  
(III) GRANTING RELATED RELIEF**

On August 12, 2024, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Debtors’ First Omnibus Motion for an Order (I) Authorizing Rejection of Certain Unexpired Leases; (II) Authorizing Abandonment of Any Remaining Property Located at the Premises, in Each Case Effective as of the Petition Date; and (III) Granting Related Relief* [Docket No. 15] (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). A proposed form of order approving the Motion was attached to the Motion as Exhibit A (the “**Proposed Order**”). The deadline to file objections or otherwise respond to the Motion was established as August 26, 2024 at 4:00 p.m. (ET) (as may have been extended by the Debtors for any party, the “**Objection Deadline**”).

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<sup>1</sup> The last four digits of Blink Holdings, Inc.’s federal tax identification number are 6354. The mailing address for Blink Holdings, Inc. is 45 West 45<sup>th</sup> Street, 10<sup>th</sup> Floor, New York, New York 10036. Due to the large number of debtors in these chapter 11 cases, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://dm.epiq11.com/BlinkFitness>, or by contacting the proposed undersigned counsel for the Debtors.

Prior to the Objection Deadline, the Debtors received informal comments from the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”). No other formal or informal responses or objections to the Motion were received.

Following discussions with the U.S. Trustee, the Debtors have agreed to a revised form of order (the “**Revised Proposed Order**”), a copy of which is attached hereto as Exhibit A, which resolves the U.S. Trustee’s comments. For the convenience of the Court and other interested parties, a blackline comparing the Revised Proposed Order against the Proposed Order is attached hereto as Exhibit B.

*[Remainder of Page Intentionally Left Blank]*

WHEREFORE, as the Debtors did not receive any objections or responses other than that described herein, and the U.S. Trustee does not object to entry of the Revised Proposed Order, the Debtors respectfully request that the Court enter the Revised Proposed Order without further notice or hearing at the Court's convenience.

Dated: Wilmington, Delaware  
September 5, 2024

**YOUNG CONAWAY STARGATT & TAYLOR, LLP**

/s/ Allison S. Mielke

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*Proposed Counsel to the Debtors  
and Debtors in Possession*

**EXHIBIT A**

**Revised Proposed Order**

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

In re:

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**ORDER (I) AUTHORIZING REJECTION OF CERTAIN UNEXPIRED LEASES  
OF NON-RESIDENTIAL REAL PROPERTY; (II) AUTHORIZING ABANDONMENT  
OF ANY REMAINING PROPERTY LOCATED AT THE PREMISES,  
IN EACH CASE EFFECTIVE AS OF THE PETITION DATE;  
AND (III) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “**Motion**”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for the entry of an order (this “**Order**”) (i) authorizing the Debtors to reject, effective as of the Petition Date, certain unexpired leases and executory contracts, including any amendments or modifications thereto, which the Debtors have determined, in their business judgment, should be rejected; (ii) authorizing the Debtors to abandon property remaining at any location covered by an unexpired lease that this Court authorizes the Debtors to reject pursuant to the Motion; and (iii) granting related relief; and upon the First Day Declaration; and upon the statements of counsel made in support of the relief requested in the Motion at the hearing before this Court; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference*

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that venue of the Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that it may enter a final order consistent with Article III of the United States Constitution; and it appearing that proper and adequate notice of the Motion has been given under the circumstances and in accordance with the Bankruptcy Rules and Local Rules and that no other or further notice is necessary; and after due deliberation thereon; and this Court having found that the relief herein is in the best interests of the Debtors' estates; and good and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED as set forth herein.
2. The Rejected Leases listed on Schedule 1 hereto, including, as applicable, any and all supplements, schedules, amendments, modifications, guarantees, or other agreements in connection therewith to which any Debtor is a party, are hereby rejected effective as of the Petition Date.
3. In accordance with section 554(a) of the Bankruptcy Code, to the extent that the Debtors retained any interest in any Remaining Property located at the Premises as of the Petition Date, the Debtors are authorized to abandon such Remaining Property located at the Premises. Any Remaining Property at the Premises not previously abandoned shall be deemed abandoned as of the Petition Date. On and after the Petition Date, the Landlords are authorized to dispose of the Remaining Property upon notice to and subject to the rights of any individual or entity that may claim an interest in such Remaining Property, if known, and such abandonment shall be without prejudice to any Landlord's right to assert any claim based on such abandonment

and without prejudice to the Debtors or any other party in interest to object thereto. The automatic stay is modified to the extent necessary to allow such dispositions.

4. Nothing herein shall prejudice the rights of the Debtors to assert that any of the Rejected Leases were terminated prior to the Petition Date, or that any claim for damages arising from the rejection of any of the Rejected Leases are limited to the remedies available under any applicable termination provision of such lease or contract, as applicable, or that any such claim is an obligation of a third party, and not that of the Debtors or their estates, or to otherwise contest any claims that may be asserted in connection with any of the Rejected Leases.

5. All of the rights of the Debtors as to whether they surrendered the premises subject to the Rejected Leases and abandoned the Remaining Property prior to the Petition Date are preserved.

6. Nothing in this Order: (i) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors and their estates; (ii) shall impair, prejudice, waive or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority or amount of any claim against the Debtors and their estates; or (iii) shall be construed as a promise to pay a claim.

7. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

8. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

9. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

**SCHEDULE 1****Rejected Leases<sup>1</sup>**

	<b>Counterparty &amp; Address</b>	<b>Contract Description</b>
1.	132 West 31 <sup>st</sup> Street Building Investors II, LLC c/o Savanna Real Estate Fund 10 East 53 <sup>rd</sup> Street, 37 <sup>th</sup> Floor New York, NY 10022	Lease agreement for store space located at 31 Penn Plaza a/k/a 132 West 31 <sup>st</sup> Street, New York, NY 10001, dated as of July 22, 2013
2.	386 PAS OWNER LLC c/o Mackowe Management LLC 126 East 56 <sup>th</sup> Street, 28 <sup>th</sup> Floor New York, NY 10022	Lease agreement for store space located at 386 Park Avenue South, 11 <sup>th</sup> Floor, New York, NY 10016, dated as of August 29, 2013
3.	96 North 10th Street Holdings LLC c/o Transitions Acquisitions LLC 232 Broadway, Suite 400 Brooklyn, NY 11211	Lease agreement for store space located at 96 North 10th Street, Brooklyn, NY 11249, dated as of February 6, 2020
4.	AwesomenessTV Holdings, LLC c/o Viacom Realty Corporation 1515 Broadway New York, NY 10036 Attn: Timothy Stevenson; General Counsel	Sublease agreement for store space located at 386 Park Avenue South, 16 <sup>th</sup> Floor, New York, NY 10016, dated as of October 24, 2018
5.	Chicago, IL (4644-4658 S Drexel) LLC c/o InSite Real Estate, L.L.C. 1400 16 <sup>th</sup> Street, Suite 300 Oak Brook, IL 60523 Attn: Property Manager-Retail; Chief Legal Officer	Lease agreement for store space located at 4644-4658 S. Drexel Boulevard, Chicago, IL 60653, dated as of June 5, 2019
6.	GLE-III, LLC c/o Kimco Realty Corporation Attn: Legal Department 1621-B South Melrose Drive Vista, CA 92081  With copy to:	Lease agreement for store space located at Plaza Di Northridge, Northridge, CA, Suite No. SCAN1336/, dated as of June 28, 2019

<sup>1</sup> The Rejected Leases shall include, as applicable, any and all supplements, schedules, amendments, modifications, guarantees, settlements or other agreements in connection therewith to which any Debtor is a party.

	<b>Counterparty &amp; Address</b>	<b>Contract Description</b>
	GLE-III, LLC c/o Kimco Realty Corporation 3333 New Hyde Park Road, Suite 100 P.O. Box 5020 New Hyde Park, NY 11042	
7.	JTRE 23 WS (Del) LLC c/o JTRE 385 Fifth Avenue New York, NY 10016	Lease agreement for store space located at 23 Wall Street, New York, NY 10005, dated as of July 2017
8.	MBB Realty Limited Partnership c/o Pomegranate RE 123 Coulter Avenue, Suite 100 Ardmore, PA 19003 Attn: Michael B. Willner	Lease agreement for store space located at 8914 Frankford Avenue, Philadelphia, PA 19136, dated as of December 15, 2016
9.	MIRAMAR PLAZA PARTNERS, LLC c/o FIP Management, LLC 2627 NE 203 Street, Suite 202 Aventura, FL 33180	Lease agreement for store space located at 3102 S. University Drive, Miramar, FL 33025, dated as of April 18, 2019
10.	RW 5901 Flatlands LLC 97-77 Queens Boulevard, Suite 620 Rego Park, NY 11374	Lease agreement for store space located at 5901 Flatlands Avenue, Brooklyn, NY 11234, dated as of April 24, 2019
11.	WB Rancocas Holdings, LLC 498 Beverly Rancocas Road Willingboro, NJ 08046	Lease agreement for store space located at 498 Beverly Rancocas Road, Willingboro, NJ 08046, dated as of August 31, 2016

**EXHIBIT B**

**Blackline**

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*Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that venue of the Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that it may enter a final order consistent with Article III of the United States Constitution; and it appearing that proper and adequate notice of the Motion has been given under the circumstances and in accordance with the Bankruptcy Rules and Local Rules and that no other or further notice is necessary; and after due deliberation thereon; and this Court having found that the relief herein is in the best interests of the Debtors' estates; and good and sufficient cause appearing therefor,

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such abandonment shall be without prejudice to any Landlord's right to assert any claim based on such abandonment and without prejudice to the Debtors or any other party in interest to object thereto. The automatic stay is modified to the extent necessary to allow such dispositions.

4. Nothing herein shall prejudice the rights of the Debtors to assert that any of the Rejected Leases were terminated prior to the Petition Date, or that any claim for damages arising from the rejection of any of the Rejected Leases are limited to the remedies available under any applicable termination provision of such lease or contract, as applicable, or that any such claim is an obligation of a third party, and not that of the Debtors or their estates, or to otherwise contest any claims that may be asserted in connection with any of the Rejected Leases.

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