

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

In re:

BLINK HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11686 (JKS)

(Jointly Administered)

Ref. Docket No. 130

**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 REJECTION DATE; AND
(III) GRANTING RELATED RELIEF**

On August 30, 2024, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Debtors’ Second 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 Rejection Date; and (III) Granting Related Relief* [Docket No. 130] (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 September 13, 2024 at 4:00 p.m. (ET) (as may have been extended by the Debtors for any party, the “**Objection Deadline**”).

¹ 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 45th Street, 10th 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’ claims and noticing agent at <https://dm.epiq11.com/BlinkFitness>, or by contacting the undersigned counsel for the Debtors.

Prior to the Objection Deadline, the Debtors received informal comments from the official committee of unsecured creditors (the “**Committee**”) and certain landlords (together with the Committee, the “**Responding Parties**”). No other formal or informal responses or objections to the Motion were received.

Following discussions with the Responding Parties, 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 Responding Parties’ comments. The Debtors have also circulated the Revised Proposed Order to the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”). 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.

WHEREFORE, as the Debtors did not receive any objections or responses other than that described herein, and the Responding Parties and the U.S. Trustee do 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.

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Dated: Wilmington, Delaware
September 18, 2024

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Allison S. Mielke

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

Upon consideration of the motion (the “**Motion**”)² 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 Rejection Date, certain unexpired leases, including any supplements, schedules, amendments, modifications, guarantees, or other agreements in connection therewith to which any Debtor is a party, 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

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

the Motion 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 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 Rejection Date.
3. The Debtors are authorized to abandon any Remaining Property, and such Remaining Property shall be deemed abandoned pursuant to section 554 of the Bankruptcy Code, as is, effective as of the Rejection Date. The Landlords may, in their sole discretion and without further notice or order of this Court, utilize and/or dispose of such property without further notice or liability to the Debtors or any consenting third parties and, to the extent applicable, the automatic stay is modified to allow such disposition; *provided*, that the DIP Lenders and the Prepetition Lenders consent to the release of their interests in (if any), and liens on (if any), the Remaining Property, and to the Landlords' disposition of such Remaining Property, and any such interests

and liens are hereby released; *provided, further*, that the Debtors are not aware of any other parties with interests in the Remaining Property. The rights of the Landlords to assert claims for the disposition of the abandoned property are reserved, as are all parties' rights to object to such claims.

4. Claims arising out of the rejection of the Leases, if any, must be filed on or before the later of (a) the deadline for filing proofs of claim established in the Chapter 11 Cases, and (b) thirty (30) days after the date of entry of this order.

5. Nothing herein shall prejudice the rights of the Debtors to assert that any of the Rejected Leases were terminated prior to the Rejection 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.

6. 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 Rejection Date are preserved.

7. 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.

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

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

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

SCHEDULE 1**Rejected Leases¹**

	Counterparty & Address	Debtor Counterparty	Contract Description
1.	1421 Webster Avenue, LLC 215-15 Northern Boulevard Bayside, New York 11361	Blink Webster Avenue, Inc.	Lease agreement for store space located at 1421 Webster Ave, Bronx, NY, 10456, dated as of December 22, 2017
2.	7901 MIDCITIES, LLC c/o Champions DFW Management Group 1725 E Southlake Blvd, Suite 100 Southlake, Texas 76092	Blink NRH, Inc.	Lease agreement for store space located at 7901 Mid Cities Blvd Ste 156, Grand Prairie, TX, 75050, dated as of March 4, 2019
3.	Beach Street Market, LLC Legacy Properties PO Box 279 Leander, Texas 78746	Blink Beach Street, Inc.	Lease agreement for store space located at 7410 - 7430 N Beach St, Fort Worth, TX, 76137, dated as of March 7, 2019
4.	Briemor Morris Hills LLC c/o Briemor Property Group 420 Lexington Avenue New York, New York 10170	Blink Parsippany, Inc.	Lease agreement for store space located at 3035-3189 RTE 46, Parsippany, NJ, 07054, dated as of May 20, 2013
5.	DDR Southeast Union, L.L.C., c/o DDR Corp. 3300 Enterprise Parkway Beachwood, Ohio 44122	Blink Union, Inc.	Lease agreement for store space located at 2700 US 22, Union, NJ, 07083, dated as of November 5, 2013

¹ 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.

	Counterparty & Address	Debtor Counterparty	Contract Description
6.	Dillway Associates, LP c/o Reliable Properties 6420 Wilshire Blvd., Suite 1500 Los Angeles, California 90048-5561	Blink 130 W.G. Street, Inc.	Lease agreement for store space located at 130 W G St Unit #B, Ontario, CA, 91762, dated as of January 22, 2019
7.	HTP Center, LLC 766 Riverside Drive Coral Springs, Florida 33071	Blink Keller, Inc.	Lease agreement for store space located at 3529 Heritage Trace Pkwy Ste 123, Keller, TX, 76244, dated as of September 24, 2013
8.	Islandia SCI LLC c/o Abro Management Corp. 734 West Broadway Woodmere, New York 11598	Blink Islandia, Inc.	Lease agreement for store space located at 1750 Veterans Memorial Hwy, Islandia, NY, 11749, dated as of April 23, 2012
9.	Oak Lawn Joint Venture I, L.L.C. 340 Royal Poinciana Way, Suite 316 Palm Beach, Florida 33480	Blink Ridgeland Ave., Inc.	Lease agreement for store space located at 8749 S Ridgeland Ave, Oak Lawn, IL, 60453, dated as of February 5, 2019
10.	Pacific Blvd Holdings 26 LLC 1330 Factory Place, Building E Los Angeles, California 90013 with a copy to: Ravid Law Group 601 S. Figueroa Street, Suite 4475 Los Angeles, California 90017	Blink Pacific Boulevard, Inc.	Lease agreement for store space located at 6714 Pacific Boulevard, Huntington Park, California 90255, dated as of January 23, 2017
11.	Philadelphia Harbison, LP 1401 Broad Street Clifton, New Jersey 07013	Blink Wissinoming, Inc.	Lease agreement for store space located at 5597 Tulip St Bldg C1-4, Philadelphia, PA, 19124, dated as of December 19, 2016

	Counterparty & Address	Debtor Counterparty	Contract Description
12.	South-Whit Shopping Center Associates c/o Breslin Realty Development Corp. 500 Old Country Road Garden City, New York 11530	Blink Whitman Inc.	Lease agreement for store space located at 330 W Oregon Ave, Philadelphia, PA, 19148, dated as of January 6, 2017

EXHIBIT B

Blackline

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Upon consideration of the motion (the “**Motion**”)² 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 Rejection Date, certain unexpired leases, including any supplements, schedules, amendments, modifications, guarantees, or other agreements in connection therewith to which any Debtor is a party, 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

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

jurisdiction to consider the Motion 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 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 Rejection 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 Rejection 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 Rejection Date. On and after the Rejection Date, each Landlord is authorized to dispose of any Remaining Property, without notice or liability to any Debtor or its estate, without further order of the Court, and upon notice to and subject to the rights of any~~

~~individual or entity, if known, that may claim an interest in such Remaining Property. 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. Further, the Landlord's rights, if any, to file a claim for the costs of disposal of such property are fully reserved, as are the rights of any party in interest to object to such claims.~~

3. The Debtors are authorized to abandon any Remaining Property, and such Remaining Property shall be deemed abandoned pursuant to section 554 of the Bankruptcy Code, as is, effective as of the Rejection Date. The Landlords may, in their sole discretion and without further notice or order of this Court, utilize and/or dispose of such property without further notice or liability to the Debtors or any consenting third parties and, to the extent applicable, the automatic stay is modified to allow such disposition; provided, that the DIP Lenders and the Prepetition Lenders consent to the release of their interests in (if any), and liens on (if any), the Remaining Property, and to the Landlords' disposition of such Remaining Property, and any such interests and liens are hereby released; provided, further, that the Debtors are not aware of any other parties with interests in the Remaining Property. The rights of the Landlords to assert claims for the disposition of the abandoned property are reserved, as are all parties' rights to object to such claims.

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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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	Counterparty & Address	Debtor Counterparty	Contract Description
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