

EXHIBIT B

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

In re:

SHARITY MINISTRIES, INC.,¹

Debtor.

Chapter 11 (Subchapter V)

Case No.: 21-11001 ([JTD](#))

[Ref. Nos. 13 & 14](#) →

**ORDER (I) AUTHORIZING THE DEBTOR TO REJECT CERTAIN EXECUTORY
CONTRACTS EFFECTIVE AS OF THE PETITION DATE OR LATER SPECIFIED
REJECTION DATE; AND (II) GRANTING CERTAIN RELATED RELIEF**

Upon the motion (the “Motion”)² of the Debtor for entry of an order (the “Order”): (a) authorizing the Debtor to (i) reject the Executory Contracts set forth on **Schedule 1** hereto, effective as of the Petition Date; and (ii) to reject the Executory Contract set forth on **Schedule 2** hereto, effective as of the Rejection Date; and (b) directing Sharity’s contract counterparties to provide the Debtor with access to information related to the Critical Information relating to its members in connection with those executory contracts, all as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter 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 this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this case and this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtor’s estate, its creditors, and other parties in interest; and this Court having found that the Debtor’s notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having

¹ The last four digits of the Debtor’s federal tax identification number is 0344. The Debtor’s mailing address is 821 Atlanta Street, Suite 124, Roswell, GA 30075.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** as set forth herein.
2. The Executory Contracts identified on **Schedule 1** hereto, including all attendant

and ancillary agreements and all modification and extension agreements with respect thereto, are hereby rejected as of the Petition Date.

3. The Executory Contract identified on **Schedule 2** hereto, including all attendant and ancillary agreements and all modification and extension agreements with respect thereto, is hereby rejected as of the Rejection Date. ~~At its sole discretion, Sharity may extend the Rejection Date by filing a Notice of Extended Rejection Date with the Court and serving it on the affected counterparty at least three days prior to the Rejection Date.~~

4. ~~Within seven days after entry of this Order, the counterparties to the Executory Contracts identified on **Schedules 1 and 2** hereto are directed to provide Sharity with copies of and access to the Critical Information.~~ Nothing herein, including but not limited to the *nunc pro tunc* nature of the rejection, shall affect any counterparty’s rights to assert administrative claims, whether arising before or after the date of rejection, relating to the rejected Executory Contracts, or any party-in-interest’s rights to object thereto.

5. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof and notice of the Motion as provided therein shall be deemed good and sufficient pursuant to the requirements of Bankruptcy Rule 6004(a) and the Local Rules.

6. The Debtor is authorized and empowered to take all actions necessary to implement the relief granted in this Order in accordance with the Motion.

7. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: August, 2021
Wilmington, Delaware

THE HONORABLE JOHN T. DORSEY
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

Schedule 1**EXECUTORY CONTRACTS**

CONTRACT COUNTERPARTY	COUNTERPARTY ADDRESS	CONTRACT DESCRIPTION
Adevo LLC	990 Hammond Drive Suite 700 Atlanta, GA 30328	Marketing and Brand Development Services Agreement
Ensurian Agency, LLC	990 Hammond Drive Suite 700 Atlanta, GA 30328	Managing National General Wholesaler Agreement
Tactic Edge Solutions, LLC	990 Hammond Drive Suite 700 Atlanta, GA 30328	Ancillary Services Agreement
Tactic Edge Solutions, LLC	990 Hammond Drive Suite 700 Atlanta, GA 30328	IT Platform Services Agreement

Schedule 2

Schedule 2**EXECUTORY CONTRACTS**

CONTRACT COUNTERPARTY	COUNTERPARTY ADDRESS	CONTRACT DESCRIPTION
USA Benefits & Administrators, LLC	990 Hammond Drive Suite 700 Atlanta, GA 30328	Administration Services Agreement

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