

**Exhibit B**

**Proposed Final Order**

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

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In re:	:	Chapter 11
	:	
NovaSom, Inc.,	:	Case No. 19-11734 (BLS)
	:	
Debtor.	:	
	:	

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**FINAL ORDER (I) AUTHORIZING THE DEBTOR TO PAY CERTAIN  
PREPETITION TAXES AND (II) GRANTING RELATED RELIEF**

Upon Motion of the Debtor (the “Motion”)<sup>1</sup> for entry of a final order (this “Order”)

(i) authorizing the Debtor, in its discretion, to pay Prepetition Taxes, to various Authorities as such Prepetition Taxes come due in the ordinary course of business on a final basis and (ii) granting certain related relief, all as more fully set forth in the Motion; and due and sufficient notice of the Motion having been provided under the particular circumstances, and it appearing that no other or further notice need be provided; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b)(2); and this Court’s entry of a final order being consistent with Article III of the United States Constitution; and venue being proper before this Court under 28 U.S.C. §§ 1408 and 1409; and hearings having been held to consider the relief requested in the Motion on an interim basis and on a final basis (together, the “Hearings”); and the Court having entered an order granting the Motion on an interim basis; and upon the Stokes Declaration and the record of the Hearings and all the proceedings before the Court; and the Court having found and determined the relief requested in the Motion to be in the best interests of the Debtor, its estate, its creditors, and any parties in interest; and the legal and factual bases set forth in the Motion

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<sup>1</sup> Capitalized terms used but not defined in this Order have the meanings used in the Motion.

and at the Hearings having established just cause for the relief granted herein; and after due deliberation thereon, it is **HEREBY ORDERED THAT:**

1. The Motion is granted as set forth herein.
2. The Debtor is authorized but not directed, in its discretion and business judgment, to pay any and all Prepetition Taxes owed to the Authorities and related to periods prior to the Petition Date as they come due in the ordinary course of business.
3. The Debtor's banks and financial institutions are authorized to receive, process, honor, and pay all checks, drafts, electronic fund transfers, or other forms of payment drawn or issued on the Debtor's bank accounts before the Petition Date for Prepetition Taxes that have not been honored and paid as of the Petition Date (or to reissue checks, drafts, electronic fund transfers, or other forms of payment drawn or issued on the Debtor's bank accounts, as may be necessary), and are authorized to rely on the Debtor's representations as to which checks, drafts, transfers, or other forms of payment drawn or issued on the Debtor's bank accounts are subject to this Order; *provided that* sufficient funds are on deposit in the applicable bank accounts to cover such payments.
4. Nothing in the Motion or this Order or the relief granted herein (including any actions taken or payments made by the Debtor) is to be construed as (i) an admission of the validity of any claim against the Debtor; (ii) an admission with respect to the validity, extent, or perfection of any lien; (iii) a waiver of the Debtor's rights or those of any party in interest to dispute, contest, setoff, or recoup any claim, or assert any related rights, claims, or defenses; (iv) a waiver of the Debtor's rights or those of any party in interest over the validity, extent, perfection, or possible avoidance of any lien; or (v) an approval or assumption of any agreement, contract, program, policy, or lease under Section 365 of the Bankruptcy Code.

5. Nothing in the Motion or this Order shall prejudice the Debtor's right to request further authority from this Court.

6. The requirements set forth in Bankruptcy Rule 6004(a) are hereby waived. Notwithstanding the applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

7. The Debtor is authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

8. This Court retains jurisdiction over all matters arising from or related to the implementation or interpretation of this Order.

Dated: \_\_\_\_\_, 2019  
Wilmington, Delaware

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UNITED STATES BANKRUPTCY JUDGE