**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	:	Chapter 11
RUNITONETIME LLC, *et al.*,	:	Case No. 25-90191 (ARP)
Debtors.[1]	:	(Jointly Administered)

**THIRD MOTION OF DEBTORS FOR ENTRY OF AN ORDER
(I) EXTENDING THE EXCLUSIVE PERIODS TO FILE
AND SOLICIT A PLAN; AND (II) GRANTING RELATED RELIEF**

If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at https://ecf.txsb.uscourts.gov/ within twenty-one days from the date this motion was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this motion was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

The above-captioned debtors in possession (collectively, the "***Debtors***") respectfully state as follows in support of this motion (this "***Motion***"):

RELIEF REQUESTED

1. By this Motion, the Debtors seek entry of an order (the "***Proposed Order***"), substantially in the form attached hereto: (i) extending by 90 days (a) the period during which the Debtors have the exclusive right to file a chapter 11 plan (the "***Exclusive Filing Period***") from the present deadline of May 11, 2026, through and including August 10, 2026, and (b) the period during which the Debtors have the exclusive right to solicit a plan (the "***Exclusive Solicitation***

[1] A complete list of the Debtors in the Chapter 11 Cases may be obtained on the website of the Debtors' claims and noticing agent at https://restructuring.ra.kroll.com/RunItOneTime/. The Debtors' mailing address is 12530 NE 144th Street, Kirkland, Washington 98304.

Period" and, together with the Exclusive Filing Period, the "***Exclusive Periods***") from the present deadline of July 9, 2026, through and including October 7, 2026, without prejudice to the Debtors' rights to seek further extensions of the Exclusive Periods, and (ii) granting related relief. [2]

JURISDICTION AND VENUE

2. The United States Bankruptcy Court for the Southern District of Texas (the "***Court***") has jurisdiction to consider this Motion under 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b) and the Court may enter a final order consistent with Article III of the United States Constitution. Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

3. The statutory and legal predicates for the relief requested herein are sections 1121 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "***Bankruptcy Code***"), rule 9006 of the Federal Rules of Bankruptcy Procedure (the "***Bankruptcy Rules***"), rule 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas and the Complex Case Procedures.

BACKGROUND

4. On July 14, 2025 (the "***Petition Date***"), the Debtors filed voluntary petitions for relief in the Court commencing cases under chapter 11 of the Bankruptcy Code (the "***Chapter 11 Cases***"). The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code.

5. On July 25, 2025, the Office of the United States Trustee for the Southern District of Texas (the "***U.S. Trustee***") appointed an official committee of unsecured creditors

[2] Pursuant to Section K ¶ 30 of the Procedures for Complex Cases in the Southern District of Texas (the "***Complex Case Procedures***"), the filing of this Motion automatically extends the Exclusivity Periods until the Court (as defined herein) rules on the Motion.

(the "***Creditors' Committee***") [Docket No. 81]. No request for the appointment of a trustee or an examiner has been made in the Chapter 11 Cases.

6. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of the Chapter 11 Cases is set forth in the *Declaration of Jeff Seery in Support of Chapter 11 Petitions and First Day Relief* [Docket No. 18] (the "***First Day Declaration***"), which is incorporated herein by reference.[3]

7. The Chapter 11 Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and Bankruptcy Local Rule 1015-1.

8. The Debtors' initial Exclusive Filing Period and initial Exclusive Solicitation Period was set to expire on November 11, 2025, and January 10, 2026, respectively.

9. On October 20, 2025, the Debtors filed the *Motion of Debtors for Entry of an Order (I) Extending the Exclusive Periods to File and Solicit a Plan; and (II) Granting Related Relief* [Docket No. 635] (the "***First Extension Motion***"). The Court entered an order granting the First Extension Motion on November 13, 2025 [Docket No. 750] (the "***First Extension Order***"), which extended (a) the Exclusive Filing Period to February 9, 2026, and (b) the Exclusive Solicitation Period to April 10, 2026.

10. On February 6, 2026, the Debtors filed the *Second Motion of Debtors for Entry of an Order (I) Extending the Exclusive Periods to File and Solicit a Plan; and (II) Granting Related Relief* [Docket No. 1025] (the "***Second Extension Motion***"). The Court entered an order granting the Second Extension Motion on March 3, 2026 [Docket No. 1132] (the "***Second Extension Order***"), which extended (a) the Exclusive Filing Period to May 11, 2026, and (b) the Exclusive Solicitation Period to July 9, 2026.

[3] Capitalized terms used but not defined herein have the meanings given to them in the First Day Declaration.

PROGRESS OF THE CHAPTER 11 CASES TO DATE

11. The Debtors filed the Chapter 11 Cases approximately nine months ago. Since that time, the Debtors have made significant strides towards a successful conclusion to this case.

12. In the period following the First Extension Motion and the First Extension Order, the Court approved sales of substantially all of the assets of the Debtors [Docket Nos. 754, 755, 776, 801, 802] and several of the approved sales closed. *See Notice of Closing of the Sales of Certain of the Debtors' Assets* [Docket No. 907].

13. Additionally, in the period since the Second Extension Motion and Second Extension Order, more of the approved sales closed. *See Notice of Closing of the Sale of Certain of the Debtors' Assets* [Docket No. 1124]; *Notice of Closing of the Sale of Certain of the Debtors' Assets* [Docket No. 1135].

14. For the remaining sales, the Debtors are waiting on the relevant regulatory agencies to approve them before they can close and, in the interim, are continuing to productively work with their DIP Lenders and the Creditors' Committee on the terms of a potential chapter 11 plan that will successfully resolve the Chapter 11 Cases.

15. As such, though the Debtors have made substantial progress in the Chapter 11 Cases to date, the Debtors require additional time to continue working with key stakeholders regarding the terms of the potential chapter 11 plan. Accordingly, this extension is needed so that the Debtors can continue developing, negotiating, and confirming a chapter 11 plan that will maximize the value of the Debtors' estates for all stakeholders.

BASIS FOR RELIEF

16. Against the backdrop of this significant progress and out of an abundance of caution to prevent any unnecessary litigation or disruptive filings, the Debtors now seek to extend the Exclusive Periods.

17. The Bankruptcy Code provides for an initial period of 120 days after the commencement of a chapter 11 case during which a debtor has the exclusive right to file a chapter 11 plan. 11 U.S.C. § 1121(b). The Bankruptcy Code further provides that if a debtor files a plan within that 120-day period, it has a 180-day period from its petition date to solicit acceptance of its plan. 11 U.S.C. § 1121(c)(3). This time of exclusivity affords a debtor an opportunity to propose a chapter 11 plan and solicit acceptances thereof without the potential value deterioration and disruption to business operations that would ensue from the filing and solicitation of competing plans by non-debtor parties.

18. Under section 1121(d)(1) of the Bankruptcy Code, the Court may extend the Exclusive Periods "for cause." Although the Bankruptcy Code does not define the term "cause" for purposes of section 1121(d), or establish formal criteria for an extension of the Exclusive Periods, the legislative history indicates that "cause" should be interpreted in such a way "to allow the debtor to reach an agreement." H.R. Rep. No. 95-595, at 231-32 (1978), as reprinted in 1978 U.S.C.C.A.N. 5963, 6191. Bankruptcy courts are accorded broad discretion in determining whether an extension of exclusivity is likely to promote the orderly, consensual, and successful reorganization of a debtor's affairs and, therefore, cause for such extension exists. *See, e.g.*, *In re Timbers of Inwood Forest Assocs., Ltd.*, 808 F.2d 63, 372 (5th Cir. 1987) ("cause" under section 1121 should be viewed in context of the Bankruptcy Code's goal of fostering reorganization); *In re Mirant Corp.*, 2004 WL 2250986, at *2 (N.D. Tex. Sept. 30, 2004) (extension is often granted where "debtor has shown substantial progress toward reorganization"); *see also In re Burns & Roe Enters., Inc.*, 2005 WL 6289213, at *4 (D.N.J. Nov. 2, 2005) (noting that the exclusive periods under section 1121 of the Bankruptcy Code are intended "to promote an environment in which the debtor's business may be rehabilitated and a consensual plan may be

negotiated" (quoting H.R. Rep. No. 103-835, at 36 (1994), as reprinted in 1994 U.S.C.C.A.N. 3340, 3344)).

19. Courts may consider a variety of factors in determining whether "cause" exists to extend a debtor's exclusive period for filing a plan, including:

a) the size and complexity of the case;

b) the need for sufficient time to permit the debtor to negotiate a plan of reorganization and prepare adequate information;

c) whether the debtor has made progress in negotiations with its creditors;

d) the existence of good-faith progress toward reorganization;

e) whether the debtor is seeking to extend exclusivity to pressure creditors to accede to the debtor's reorganization demands;

f) whether the debtor has demonstrated reasonable prospects for filing a viable plan;

g) the fact that the debtor is paying its bills as they become due;

h) the amount of time which has elapsed in the case; and/or

i) whether an unresolved contingency exists.

See, e.g., *In re New Millennium Mgmt., LLC*, 2014 WL 792115, at *6 (Bankr. S.D. Tex. Feb. 25, 2014) (listing factors relevant to whether "cause" exists to extend exclusivity periods) (citing *In re GMG Cap. Partners III, L.P.*, 503 B.R. 596 (Bankr. S.D.N.Y. 2014)). Not all factors are relevant to every case, and the presence of only a subset of the above-listed factors may be sufficient to extend a debtor's exclusivity periods. *See, e.g.*, *In re Express One Int'l, Inc.*, 194 B.R. 98, 100 (Bankr. E.D. Tex. 1996) (listing all nine factors but relying on only four in determining whether there was "cause" to extend exclusivity); *In re United Press Int'l, Inc.*, 60 B.R. 265, 269 (Bankr. D.D.C. 1986) (finding that the debtor showed "cause" to extend exclusivity based upon three of the factors); *In re Pine Run Trust, Inc.*, 67 B.R. 432, 435 (Bankr. E.D. Pa. 1986) (relying on two factors in holding that cause existed to extend exclusivity).

20. The application of these factors to the facts and circumstances of the Chapter 11 Cases demonstrates that the requested extension of the Exclusive Periods is both appropriate and necessary. *First*, the size and complexity of the issues attendant to these cases warrants approval of the requested relief. The Debtors comprise 68 affiliated entities operating in multiple jurisdictions, with significant funded indebtedness and a complex capital structure. The cases have involved numerous first day motions, employment of a broad slate of professionals, the administration of assets and claims across a substantial number of subsidiaries, and contested hearings and litigation on complex matters, including, as just one example, the contested hearings and litigation surrounding the approval of the Debtors' post-petition financing on a final basis.

21. *Second*, termination of the Exclusive Periods at this juncture would adversely impact the Debtors' efforts to preserve and maximize the value of their estates and advance the Chapter 11 Cases. The Debtors are engaged in a robust sale process of substantially all of their assets, as approved by the Court [Docket Nos. 754, 755, 776, 801, 802], and some of these asset sales have already closed [Docket Nos. 907, 1124, 1135]. If exclusivity were terminated, the Debtors could face the prospect of competing plans, which would introduce uncertainty and potentially delay or derail the progress made toward a value-maximizing resolution. Granting the requested extensions will allow the Debtors to focus on finalizing their restructuring strategy and moving toward plan confirmation without the distraction, cost, and delay associated with a competing plan process. *See In re Energy Conversion Devices, Inc.*, 474 B.R. 503, 507 (Bankr. E.D. Mich. 2012) ("In enacting 11 U.S.C. § 1121, Congress intended to allow the debtor a reasonable time to obtain confirmation of a plan without the threat of a competing plan. It was intended that . . . a debtor should be given the unqualified opportunity to negotiate a settlement

and propose a plan of reorganization without interference from creditors and other interests.") (citation and internal quotation marks omitted).

22. *Third*, the Debtors obtained critical first day relief, secured postpetition financing, retained necessary professionals, completed their schedules and statements, and implemented procedures for claims and professional compensation. The Debtors have also advanced their sale and restructuring efforts, demonstrating significant progress toward a successful reorganization and satisfaction of the third and fourth factors.

23. *Fourth*, the Debtors do not seek the extension of the Exclusive Periods as a means to exert pressure on the relevant parties in interest. Instead, the extension will allow the Debtors to continue making progress with key stakeholders. The Debtors seek the requested extension of the Exclusive Periods out of an abundance of caution simply to ensure the progress made to date is not upended by a potential loss of their Exclusive Periods. In the context of the Chapter 11 Cases, granting the requested extensions of the Exclusive Periods will not pressure the Debtors' creditor constituencies or grant the Debtors any unfair bargaining leverage. Accordingly, the fifth factor weighs in favor of extending the Exclusive Periods.

24. *Finally*, the Debtors continue to make timely payments on their undisputed postpetition obligations. Accordingly, the seventh factor weighs in favor of extending the Exclusive Periods. For each and all of the foregoing reasons, good cause exists to extend the Exclusive Periods pursuant to section 1121(d) of the Bankruptcy Code.

NOTICE

25. Notice of this Motion will be given to the parties on the Debtors' Master Service List and all parties that have requested or that are required to receive notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

26. A copy of this Motion is available on (a) the Court's website, at www.txs.uscourts.gov, and (b) the website maintained by the Debtors' Claims and Noticing Agent, Kroll Restructuring Administration LLC, at https://restructuring.ra.kroll.com/RunItOneTime/.

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WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, granting the relief requested in this Motion and such other and further relief as may be just and proper.

Dated: April 20, 2026
Houston, Texas

Respectfully submitted,

/s/ Timothy A. ("Tad") Davidson II

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CERTIFICATE OF SERVICE

I certify that on April 20, 2026, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas on those parties registered to receive electronic notices.

/s/ Timothy A. ("Tad") Davidson II
Timothy A. ("Tad") Davidson II

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	:	Chapter 11
RUNITONETIME LLC, *et al.*,	:	Case No. 25-90191 (ARP)
Debtors.[1]	:	(Jointly Administered)

THIRD ORDER (I) EXTENDING THE DEBTORS' EXCLUSIVE PERIODS
TO FILE AND SOLICIT A PLAN; AND (II) GRANTING RELATED RELIEF
[Relates to Docket No.]

Upon the motion (the "***Motion***")[2] of the above-captioned debtors and debtors in possession (the "***Debtors***") for entry of an order (this "***Order***") (i) extending by 90 days (a) the period during which the Debtors have the exclusive right to file a chapter 11 plan (the "***Exclusive Filing Period***") through and including August 10, 2026, and (b) the period during which the Debtors have the exclusive right to solicit a plan (the "***Exclusive Solicitation Period***" and, together with the Exclusive Filing Period, the "***Exclusive Periods***") through and including October 7, 2026, without prejudice to the Debtors' rights to seek further extensions of the Exclusive Periods, and (ii) granting related relief, all as more fully set forth in the Motion; and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. § 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C.

1 A complete list of the Debtors in the Chapter 11 Cases may be obtained on the website of the Debtors' claims and noticing agent at https://restructuring.ra.kroll.com/RunItOneTime/. The Debtors' mailing address is 12530 NE 144th Street, Kirkland, Washington 98304.

2 Capitalized terms used but not defined herein have the meanings given to them in the Motion.

§ 157(b) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. § 1408; and the Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances and that no other or further notice is necessary; and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion and the hearing, if any, with respect to the Motion establish just cause for the relief granted herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Exclusive Filing Period is extended through and including August 10, 2026.

2. The Exclusive Solicitation Period is extended through and including October 7, 2026.

3. The extension of the Exclusive Periods granted herein is without prejudice to the Debtors' right to seek further extensions pursuant to section 1121(d) of the Bankruptcy Code.

4. All time periods set forth in the Motion or this Order shall be calculated in accordance with Rule 9006(a) of the Federal Rules of Bankruptcy Procedure.

5. Notice of the Motion as provided therein is good and sufficient notice of such Motion, and the requirements of the Bankruptcy Rules and the Bankruptcy Local Rules are satisfied by such notice.

6. The Debtors are authorized to take all reasonable actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

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

Signed: ____________, 2026

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UNITED STATES BANKRUPTCY JUDGE