



GRANTED

EFiled: Sep 27 2023 10:26AM EDT
Transaction ID 70964953
Case No. 2023-0977



IN THE COURT OF CHANCERY FOR THE STATE OF DELAWARE

SCHULTE ROTH & ZABEL LLP,

Plaintiff,

v.

26 CAPITAL ACQUISITION CORP.,

Defendant.

C.A. No. _____

**[PROPOSED] ORDER GRANTING PLAINTIFF'S
MOTION FOR TEMPORARY RESTRAINING ORDER**

WHEREAS, Plaintiff Schulte Roth & Zabel LLP (“Schulte”) filed a Verified Complaint (the “Complaint”) asserting claims against 26 Capital Acquisition Corp. (“26 Capital” or “Defendant”) related to 26 Capital’s failure to pay \$1,913,865.38 in legal fees and expenses;

WHEREAS, Plaintiff has concurrently filed a Motion for Temporary Restraining Order (the “TRO Motion”) to enjoin Defendant 26 Capital from making or causing to be made any transfer, distribution or disbursement to any of its stockholders, whether by way of liquidation, dividend, distribution, liquidation or otherwise, whether from funds belonging to it or deposited in any trust over which Defendant 26 Capital has any power of direction, prior to paying or making provision for all obligations owed to Schulte and its other creditors, known or unknown; and

WHEREAS, the Court, having considered the TRO Motion and Defendants' response thereto, has found good cause for the relief sought by the TRO Motion,

IT IS HEREBY ORDERED THIS _____ day of _____, 2023,
that:

1. The Motion is GRANTED.
2. Defendant 26 Capital is hereby RESTRAINED and ENJOINED from making or causing to be made any transfer, distribution or disbursement to any of its stockholders, whether by way of liquidation, dividend, distribution, liquidation or otherwise, whether from funds belonging to it or deposited in any trust over which Defendant 26 Capital has any power of direction, unless and until Defendant 26 Capital pays or makes provision for the full amounts of all obligations it owes to Plaintiff Schulte, and to any other creditors, known or unknown;
3. Defendant is further specifically RESTRAINED and ENJOINED from instructing Continental Stock Transfer & Trust Company to disburse any funds held in trust to any stockholder of Defendant 26 Capital until Defendant 26 Capital pays or makes provision for all of its obligations owed to Schulte, and to each of its other other

claimants and creditors (known or unknown) in full.

4. This Order is conditioned on, and shall take effect after, the posting of a bond for the sum of \$_____ conditioned on payment of damages to any person who may be wrongfully restrained or enjoined.

[Vice] Chancellor

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Judge Unassigned

File & Serve

Transaction ID: 70962892

Current Date: Sep 27, 2023

Case Number: 2023-0977-

Case Name: Schulte Roth & Zabel LLP v. 26 Capital Acquisition Corp.

Court Authorizer

Comments:

The TRO is being granted ex parte to preserve the court's jurisdiction and its ability to provide relief. As contemplated by Rule 65(b), the TRO will expire on October 11, 2023. In advance of that date, the court will hold a hearing to determine if the TRO will be renewed.

/s/ Judge J Travis Laster