

EXHIBIT B

PROPOSED ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

In re: § Chapter 11
CROSSROADS SYSTEMS, INC. § Case No. 17-51926
Debtor. §
§
§

**ORDER GRANTING DEBTOR'S MOTION FOR AN ORDER (I) AUTHORIZING
THE DEBTOR TO REJECT THE PURCHASE AND ASSIGNMENT AGREEMENT
WITH SDSI AND (II) ESTIMATING REJECTION CLAIM**

[Docket No. __]

On _____, 2017, the Court conducted a hearing to consider the *Debtor's Motion for an Order (i) Authorizing the Debtor to Reject Purchase and Assignment Agreement with SDSI and (ii) Estimating Rejection Claim* (the "Motion"),¹ filed by the above-captioned debtor (the "Debtor"). The Court finds that: (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the Motion is in the best interests of the Debtor, its estate,

¹ Capitalized terms not otherwise defined herein shall have the meaning assigned to them in the Motion.

and its creditors; (iv) proper and adequate notice of the Motion has been given and no other or further notice is necessary; and (v) upon the record herein after due deliberation thereon, good and sufficient cause exists for the granting of the relief as set forth herein.

Therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The P&A Agreement attached as Exhibit A to the Motion is hereby rejected by the Debtor.
3. The Rejection Claim of SDSI shall be estimated for all purposes, including distribution, pursuant to section 502(c) of the Bankruptcy Code at zero.
4. The Debtor shall continue to abide by all confidentiality obligations set forth in the P&A Agreement.
5. Nothing in the Motion or this Order shall be deemed or construed as an approval of an assumption of any contract pursuant to section 365 of the Bankruptcy Code, and all such rights are reserved.
6. Notice of the Motion as provided therein shall be deemed good and sufficient notice of the Motion and the requirements of Bankruptcy Rule 6006(c) and the Bankruptcy Local Rules.
7. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.
8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

END OF ORDER

Submitted by:

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