

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

CTN HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10603 (TMH)

(Jointly Administered)

Related Docket Nos. 8, 48 & 56

**CERTIFICATION OF COUNSEL REGARDING FINAL ORDER ESTABLISHING
NOTIFICATION AND HEARING PROCEDURES FOR, AND APPROVING
RESTRICTIONS ON, CERTAIN ACQUISITIONS OR TRANSFERS OF, AND
DECLARATIONS OF WORTHLESSNESS WITH RESPECT TO,
INTERESTS IN THE DEBTORS' ESTATES**

The undersigned hereby certifies as follows:

1. On March 31, 2025, the above-captioned debtors and debtors in possession (the “Debtors”) filed the *Debtors’ Motion for Entry of Interim and Final Orders Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors’ Estates* [Docket No. 8] (the “Motion”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). A proposed form of order granting the relief requested in the Motion on a final basis was filed with the Motion (the “Proposed Final Order”).

2. On April 3, 2025, after the First Day Hearing (the “First Day Hearing”), the Bankruptcy Court entered the *Interim Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors’ Estates* [Docket No. 48] (the “Interim Order”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors’ federal tax identification numbers, are CTN Holdings, Inc. (9122), CTN SPV Holdings, LLC (8689), Make Earth Green Again, LLC (4441), Aspiration QFZ, LLC (1532), Aspiration Fund Adviser, LLC (4214), Catona Climate Solutions, LLC (3375) and Zero Carbon Holdings, LLC (1679). The mailing address for the Debtors is 548
CA 94104-5401.



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3. Pursuant to the Interim Order and the *Notice of Hearing and Entry of Interim Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors' Estates* [Docket No. 56] and the *Notice of (I) Disclosure Procedures Applicable to Certain Holders of Company Stock, Disclosure Procedures for Acquisitions or Transfers of Company Stock, and Declarations of Worthlessness with Respect to, Interests in the Debtors' Estates, and (II) Final Hearing on the Application Thereof* [Docket No. 62], objections to the Motion and the Proposed Final Order were to be filed by no later than April 23, 2025, at 4:00 p.m. (prevailing Eastern Time) (the "Objection Deadline"). The Objection Deadline was extended to April 24, 2025, at 5:00 p.m. (prevailing Eastern Time) for the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") and the Official Committee of Unsecured Creditors (the "Committee").

4. Prior to the First Day Hearing, the Debtors received informal comments to the proposed form of Interim Order from the U.S. Trustee. Subsequent to the First Day Hearing, the Debtors received informal comments to the Proposed Final Order from the Committee (collectively, the "Responses"). Other than the Responses, the Debtors have not received any other informal responses to the Proposed Final Order, and no objection or responsive pleading to the Proposed Final Order has appeared on the Court's docket in these Chapter 11 cases.

5. The Debtors have revised the Proposed Final Order (the "Revised Proposed Final Order") to carry over changes made to the Interim Order requested by the U.S. Trustee before the First Day hearing and to resolve the Responses. The Revised Proposed Final Order is attached hereto as **Exhibit A**.

6. The Revised Proposed Final Order has been circulated to (i) the U.S. Trustee; (ii) counsel to the Committee; and (iii) counsel to the DIP Lenders, and the aforementioned parties do not object to the entry of the Revised Proposed Final Order. For the convenience of the Court and all parties in interest, a redline of the Revised Proposed Final Order marked against the Proposed Final Order is attached hereto as **Exhibit B**.

WHEREFORE, the Debtors respectfully request entry of the proposed Revised Final Order attached hereto as **Exhibit A**, be entered at the earliest convenience of the Court.

Dated: April 30, 2025
Wilmington, Delaware

Respectfully submitted,

/s/ William F. Taylor, Jr.

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Proposed Counsel to the Debtors and Debtors in Possession

² Whiteford, Taylor & Preston operates as Whiteford, Taylor & Preston LLC in Delaware.

EXHIBIT A

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

In re:

CTN HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10603 (TMH)

(Jointly Administered)

Re: D.I. 8, 44, 48 & ____

**FINAL ORDER ESTABLISHING NOTIFICATION AND HEARING
PROCEDURES FOR, AND APPROVING RESTRICTIONS ON,
CERTAIN ACQUISITIONS OR TRANSFERS OF, AND
DECLARATIONS OF WORTHLESSNESS WITH RESPECT TO,
INTERESTS IN THE DEBTORS' ESTATES**

Upon the motion (the “**Motion**”)² of the above-captioned debtors and debtors in possession (the “**Debtors**”) for entry of an interim and final order (this “**Final Order**”), pursuant to sections 105, 362, and 541 of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, (a) enforcing the automatic stay by implementing the Procedures, (b) establishing and implementing restrictions on, and notification requirements regarding the Beneficial Ownership of, certain acquisitions or transfers of, and declarations of worthlessness with respect to, Company Stock, (c) directing that any acquisition, purchase, sale, or other transfer of, or declaration of worthlessness with respect to, Company Stock in violation of the Procedures shall be null and void *ab initio*, (d) approving the form of notice notifying holders of Company Stock of the Procedures, and (e) granting related relief, as more fully described in the Motion; and the Court having jurisdiction to consider the

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors’ federal tax identification numbers, are CTN Holdings, Inc. (9122), CTN SPV Holdings, LLC (8689), Make Earth Green Again, LLC (4441), Aspiration QFZ, LLC (1532), Aspiration Fund Adviser, LLC (4214), Catona Climate Solutions, LLC (3375) and Zero Carbon Holdings, LLC (1679). The mailing address for the Debtors is 548 Market Street, PMB 72015, San Francisco, CA 94104-5401.

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

Motion and the relief requested therein pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157; and the Court having found that it may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of the Chapter 11 Cases and related proceedings being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties, such notice having been adequate and appropriate under the circumstances and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Motion and the First Day Declaration; and the Court having entered the *Interim Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors' Estates* [D.I. 48] on April 3, 2025 (the “**Interim Order**”); and the Court having held a hearing, if necessary, to consider the relief requested in the Motion on a final basis (the “**Hearing**”); and the Court having determined that the legal and factual bases set forth in the Motion and the First Day Declaration and at the Hearing, if any, establish just cause for the relief granted herein; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors, their creditors, their estates, and all other parties in interest; and all objections and reservations of rights filed or asserted in respect of the Motion, if any, having been withdrawn, resolved or overruled; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** on a final basis as set forth in this Final Order.

2. The Procedures set forth in **Exhibit A** hereto are hereby approved on a final basis and incorporated herein by reference.

3. Any transfer of Beneficial Ownership of Company Stock or declaration of worthlessness with respect to Company Stock, in violation of the Procedures, including, but not limited to, the notice requirements, shall be null and void *ab initio*.

4. In the case of any such transfer of Beneficial Ownership of Company Stock in violation of the Procedures, including the notice requirements, the Person making such transfer or conversion shall be required to take remedial actions specified by the Debtors, which may include the actions specified in the Treasury's Private Letter Ruling 201010009 (Dec. 4, 2009), to appropriately reflect that such transfer or conversion is null and void *ab initio*.

5. In the case of any such declaration of worthlessness with respect to Company Stock in violation of the Procedures, including the notice requirements, the Beneficial Owner making such declaration shall be required to file an amended tax return revoking such declaration and any related deduction to appropriately reflect that such declaration is void *ab initio*.

6. All time periods set forth in this Final Order (including in the Procedures) shall be calculated in accordance with Bankruptcy Rule 9006(a).

7. The Debtors may retroactively or prospectively waive, in writing, any and all restrictions, stays, and notification procedures set forth in the Procedures.

8. The requirements set forth in this Final Order are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate, and other laws and do not excuse noncompliance therewith.

9. Nothing in this Final Order or any action taken by the Debtors in furtherance of the implementation hereof shall be deemed to constitute an assumption or rejection of any executory

contract or unexpired lease pursuant to section 365 of the Bankruptcy Code, and all of the Debtors' rights with respect to such matters are expressly reserved.

10. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall (a) create, nor is it intended to create, any rights in favor of, or enhance the status of any claim held by, any person or entity or (b) be deemed to convert the priority of any claim from a prepetition claim into an administrative expense claim.

11. Nothing in this Final Order shall be construed as or deemed to constitute (a) an agreement or admission by the Debtors as to the amount, priority, character, or validity of any claim against the Debtors on any grounds, (b) a grant of third-party beneficiary status or bestowal of any additional rights on any third party, (c) a waiver or impairment of any rights, claims, or defenses of the Debtors' rights to dispute the amount, priority, character, or validity of any claim on any grounds, whether under bankruptcy or non-bankruptcy law, (d) a promise by the Debtors to pay any claim, or (e) an implication or admission by the Debtors that such claim is payable pursuant to this Final Order.

12. Within five (5) business days of the entry of this Final Order, the Debtors shall serve copies of this Final Order on the Notice Parties and this Final Order shall be made available on the Debtors' Chapter 11 Case information website located at <https://www.veritaglobal.net/CTNHoldings>, such notice being reasonably calculated to provide notice to all parties that may be affected by the Procedures, whether known or unknown, and no further notice of the Procedures shall be necessary.

13. Any Bankruptcy Rule or Local Rule that might otherwise delay the effectiveness of this Final Order is hereby waived, and the terms and conditions of this Final Order shall be effective and enforceable immediately upon its entry.

14. The Debtors are authorized to take any action necessary or appropriate to implement and effectuate the terms of, and the relief granted in, this Final Order without seeking further order of the Court.

15. The Court shall retain jurisdiction over any matter arising from or related to the implementation, interpretation, and enforcement of this Final Order.

Exhibit A

Procedures for Restrictions on Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors' Estates¹

These procedures for restrictions on certain acquisitions or transfers of and declarations of worthlessness with respect to interests in the Debtors' estates (these "**Procedures**") are the mechanism by which the Debtors propose that they will monitor and, if necessary, object to certain acquisitions or transfers of Company Stock² and declarations of worthlessness with respect to Company Stock to ensure preservation of their Tax Attributes, which would otherwise limit or materially impair the preservation and future use of such tax attributes. The Procedures are set forth below:

1. Notice of Substantial Shareholder Status. Any Person who is or becomes a Substantial Shareholder, must, on or before the later of (a) 7 days after service of a notice substantially in the form attached as **Exhibit D** to the Motion (the "**Notice of Interim Order**"), or (b) 7 days after that Person becomes a Substantial Shareholder, serve a notice by first class mail and, where available, email and fax, substantially in the form attached hereto as **Exhibit A-1** (the "**Substantial Shareholder Notice**"), containing the Beneficial Ownership information upon the following: (i) the Debtors, c/o CTN Holdings, Inc., 548 Market Street, PMB 72015, San Francisco, CA 64101-5401, ATTN: Statton Hammock, and c/o CTN Holdings, Inc., 13355 Noel Road, Suite 2005, Dallas, Texas 75240, Attn: Miles Staglik, (ii) proposed counsel to the Debtors, Whiteford, Taylor & Preston LLP, 3190 Fairview Park Drive, Suite 800, Falls Church, VA 22042-4510, Attn: David W. Gaffey (dgaffey@whitefordlaw.com), Brandy M. Rapp (brapp@whitefordlaw.com), (iii) counsel to the DIP Lender, Proskauer Rose LLP, Eleven Times Square, New York, NY 10036-8299, Attn: Vincent Indelicato (vindelicato@proskauer.com) and One International Place, Boston, MA 02110, Attn: Charles A. Dale (cdale@proskauer.com), and Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market St, 16th Floor, Wilmington, DE 19801, Attn: Robert J. Dehney, Sr. (rdehney@morrisnichols.com), Matthew B. Harvey (mharvey@morrisnichols.com), Brenna A. Dolphin (bdolphin@morrisnichols.com), and (iv) proposed counsel to the Official Committee of Unsecured Creditors, Gibbons, P.C., 300 Delaware Avenue, Suite 1015, Wilmington, DE 19801, Attn: Katharina Earle (kearle@gibbonslaw.com), and One Gateway Center, Newark, NJ 07102, Attn: Robert K. Malone (rmalone@gibbonslaw.com), Brett S. Theisen (btheisen@gibbonslaw.com) (collectively, the "**Notice Parties**").

2. Restrictions and Procedures for Trading in Company Stock. Any Person that, after the Effective Time (as defined below):

(a) is not a Substantial Shareholder and wishes to purchase or otherwise acquire Beneficial Ownership of an amount of Company Stock that would cause the Person to become a Substantial Shareholder;

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

² The term stock being as defined generally under various sections of the Internal Revenue Code, including, but not limited to sections 381, 382, 383, 384, and 1504, and other related provisions thereunder.

(b) is a Substantial Shareholder and wishes to purchase or otherwise acquire Beneficial Ownership of any additional Company Stock; or

(c) is a Substantial Shareholder and wishes to sell or otherwise dispose of Beneficial Ownership of any Company Stock,

must file with the Court and serve upon the Notice Parties an advance written declaration of the intended acquisition and/or transfer of Company Stock, substantially in the form attached hereto as **Exhibit A-2** (a “**Declaration of Intent to Accumulate Company Stock**”) or **Exhibit A-3** (a “**Declaration of Intent to Transfer Company Stock**” and, together with a Declaration of Intent to Accumulate Company Stock, each a “**Declaration of Proposed Transfer**”), as applicable. For the avoidance of doubt, the acquisition of a Beneficial Ownership of an amount of or any additional Company Stock for purposes of Sections 2(a) and 2(b) above shall include, without limitation, such acquisition by exercise of warrant, option, restricted stock unit or other Option or right to acquire Company Stock (such as, without limitation, debt convertible into equity in the Company or any other similar instruments).

The Debtors and the other Notice Parties shall have 14 calendar days after receipt of a Declaration of Proposed Transfer to file with the Court and serve on the applicable Person an objection to any proposed acquisition or transfer of Beneficial Ownership of Company Stock described in the Declaration of Proposed Transfer on the grounds that such acquisition or transfer might adversely affect in any manner the Debtors’ ability to utilize or preserve their Tax Attributes.

If the Debtors or any of the other Notice Parties file an objection, such transaction shall remain ineffective unless such objection is withdrawn by the Debtors, or such transaction is approved by a final and non-appealable order of the Court.

If the Debtors and the other Notice Parties do not object within such 14-day period, such transaction can proceed solely as set forth in the Declaration of Proposed Transfer. Further transactions within the scope of the Procedures must be the subject of additional notices in accordance with the procedures set forth herein, with an additional 14-day waiting period for each Declaration of Proposed Transfer.

3. **Procedures for Declarations of Worthlessness of Company Stock.** Prior to filing any federal or state income tax return, or any amendment to any such return, or taking any other action that claims any deduction for worthlessness with respect to Company Stock for a taxable year ending before the Debtors’ emergence from chapter 11, the applicable 50% Shareholder must file with the Court and serve upon the Notice Parties a declaration of intent to claim a worthless stock deduction, substantially in the form attached hereto as **Exhibit A-4** (a “**Declaration of Intent to Claim a Worthless Stock Deduction**”). The same procedures applicable to a Declaration of Proposed Transfer (described in Section 2 hereof) shall apply with respect to a Declaration of Intent to Claim a Worthless Stock Deduction.

4. **Confidentiality.** The Debtors and the other Notice Parties shall keep all information provided in all notices delivered pursuant to an interim or final order entered by the Court (an “**Interim Order**” or “**Final Order**,” respectively) strictly confidential and shall not disclose the contents thereof to any Person (including any lender), except to the extent

(a) necessary to respond to a petition or objection filed with the Court, (b) otherwise required by law, or (c) that the information contained therein is already public; *provided, however*, that the Debtors and the other Notice Parties may disclose the contents thereof to their professional advisors, who shall keep all such notices strictly confidential and shall not disclose the contents thereof to any other Person, subject to further Court order. To the extent that confidential information is necessary to respond to a petition or objection filed with the Court, such confidential information shall be filed under seal or in redacted form in accordance with the procedures set forth in Local Rule 9018-1(d).

5. Sanctions for Noncompliance Relating to Company Stock. Acquisitions and dispositions of Beneficial Ownership of Company Stock or claims of deductions of worthlessness with respect to Company Stock in violation of the Procedures set forth in Sections 2 and 3 of these Procedures shall be void *ab initio* as an act in violation of the automatic stay prescribed by section 362 of the Bankruptcy Code and pursuant to the Court's equitable power prescribed in section 105(a) of the Bankruptcy Code. The sanction for violating Section 2 of these Procedures shall be reversal of the noncompliant transaction, or such other (or additional) measures as the Court may consider appropriate. The sanction for violating Section 3 of these Procedures shall be the requirement to file an amended tax return revoking the declaration of worthlessness, or such other (or additional) measures as the Court may consider appropriate.

6. Discretionary Waiver by the Debtors. The Debtors may, in their sole discretion, waive, in writing (including via email), any sanctions, remedies, or notification procedures imposed by the Interim Order or the Final Order, as applicable.

7. Continued Compliance with Other Applicable Laws and Rules. The requirements set forth in the Interim Order or Final Order, as applicable, are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate, and other laws, and do not excuse compliance therewith.

8. Special Rules. A Person acquiring or disposing of Beneficial Ownership of Company Stock in the capacity of Agent of another Person shall not be treated as a Substantial Shareholder solely to the extent the Person is acting in the capacity of Agent, and shall not have an affirmative duty to inquire whether the account, customer, investment fund, principal, trust, or beneficiary is subject to any restrictions or requirements under the Interim Order or the Final Order, as applicable; *provided, however*, that the account, customer, investment fund, principal, trust, or beneficiary shall not be excluded from the Interim Order or the Final Order, as applicable, by reason of this Section 8.

9. Definitions. For purposes of these Procedures:

“50% Shareholder” means any person or entity that currently is or becomes a “50-percent shareholder” within the meaning of section 382(g)(4)(D) of the I.R.C. and the Treasury regulations thereunder with respect to Company Stock (and any other related provisions under the I.R.C.), provided that ownership shall be measured using the definition of Beneficial Ownership described below.

“Agent” means a broker, account manager, agent, custodian, nominee, prime broker, clearinghouse, or trustee (but not including a trustee qualified under section 401(a) of the I.R.C.).

“Applicable Number” has the meaning given in the definition of Substantial Shareholder.

“Beneficial Ownership” means ownership in accordance with, among others, the applicable rules of sections 382 and 383 of the I.R.C. and the Treasury regulations thereunder (other than section 1.382-2T(h)(2)(i)(A) of the Treasury regulations), and includes direct, indirect, and constructive ownership of Company Stock (*e.g.*, including that (a) a holding company would be considered to beneficially own all Company Stock owned by its subsidiaries, (b) a partner in a partnership would be considered to beneficially own its proportionate share of any Company Stock owned by such partnership, (c) an individual and such individual’s family members may be treated as one individual, (d) Persons acting in concert to make a coordinated acquisition of Company Stock may be treated as a single entity, and (e) a holder would be considered to beneficially own Company Stock that such holder has an Option to acquire to the extent provided in section 1.382-4(d) of the Treasury regulations). An “Option” to acquire Company Stock includes all interests described in section 1.382-4(d)(9) of the Treasury regulations, including any contingent purchase right, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable. “Beneficial Ownership” and “Beneficial Owner” shall have correlative meanings.

“Declaration of Proposed Transfer” has the meaning given in Section 2 hereof.

“Effective Time” means the Petition Date.

“Motion” means the *Debtors’ Motion for Entry of Interim and Final Orders Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors’ Estates* filed in these Chapter 11 Cases.

“Person” means a person or Entity (as such term is defined in section 1.382-3(a) of the Treasury regulations).

“Procedures” has the meaning given in the preamble hereof.

“Substantial Shareholder” means a Beneficial Owner of at least 5,367,083 shares of Company Stock (representing approximately 4.5% of all

shares of Company Stock issued and outstanding as of the Petition Date) (such number of shares, the “Applicable Number”).

“Substantial Shareholder Notice” has the meaning given in Section 1 hereof.

10. Notice Procedures.

(a) Within five (5) business days after the Court’s entry of the Interim Order or Final Order, as applicable, the Debtors propose to provide a notice of Interim Order or notice of Final Order, as applicable, describing the authorized trading restrictions and notification requirements, substantially in the form attached as **Exhibit D** to the Motion, to the Notice Parties (as set forth in the Motion), any identified Substantial Shareholders (or their respective counsels), all holders of Company Stock registered directly with the transfer agent(s) of the Debtors’ Company Stock, and all banks, brokers, intermediaries, or mailing agents (collectively, the “Nominees”) that hold Company Stock in “street name” for the Beneficial Owners.

(b) Within five (5) business days after receipt of such notice, any holder registered directly with any transfer agent and any broker, bank, dealer, or other agent, intermediary or nominee (each a “Nominee”) that holds the Debtors’ Company Stock in ‘street name’ for the beneficial owner thereof, shall, in turn, provide the notice to any holder for whose account the registered holder or Nominee holds at least an Applicable Number of shares of Company Stock. Any such holder shall, in turn, provide the notice to any Person for whom the holder holds at least an Applicable Number of shares of Company Stock, and, in the holder’s discretion, may provide the notice to additional Persons for whom the holder holds any shares of Company Stock. Any Person, or Agent acting on such Person’s behalf, that sells an aggregate amount of at least an Applicable Number of shares of Company Stock (or an Option with respect thereto) to another Person shall provide a copy of the notice to such purchaser or to any Agent acting on such purchaser’s behalf.

EXHIBIT A-1

Substantial Shareholder Notice

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

In re:

CTN HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10603 (TMH)

(Jointly Administered)

SUBSTANTIAL SHAREHOLDER NOTICE

PLEASE TAKE NOTICE that the undersigned party hereby provides notice of its Beneficial Ownership² of Company Stock in an amount at least equal to 5,367,083 shares of Company Stock (representing approximately 4.5% of all shares of Company Stock issued and outstanding as of the Petition Date).

PLEASE TAKE FURTHER NOTICE that, as of _____, 2025, the undersigned has Beneficial Ownership of _____ shares of Company Stock. The following table sets forth the date(s) on which the undersigned party acquired Beneficial Ownership of such Company Stock:

<u>Number of shares of Company Stock</u>	<u>Date Acquired</u>	<u>Directly Owned (✓)</u>

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors' federal tax identification numbers, are CTN Holdings, Inc. (9122), CTN SPV Holdings, LLC (8689), Make Earth Green Again, LLC (4441), Aspiration QFZ, LLC (1532), Aspiration Fund Adviser, LLC (4214), Catona Climate Solutions, LLC (3375) and Zero Carbon Holdings, LLC (1679). The mailing address for the Debtors is 548 Market Street, PMB 72015, San Francisco, CA 94101-5401.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Interim Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors' Estates* [D.I. [•]] or *Final Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors' Estates* [D.I. [•]], as applicable (the "**Order**").

PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of the undersigned party are _____.³

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, this declaration (this “**Declaration**”) is being filed with the Court and served upon the Notice Parties.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, the undersigned party hereby declares that they have examined this Declaration and accompanying attachments (if any), and, to the best of their knowledge and belief, this Declaration and any attachments hereto are true, correct, and complete.

This notice is given in addition to, and not as a substitute for, any requisite notice under Bankruptcy Rule 3001(e).

Respectfully submitted,

(Name of Declarant)

By:

Name:

Address:

Telephone:

Facsimile:

Dated: _____, 20__

,

(City)

(State)

³ All persons and entities required to file a notice(s) pursuant to these procedures MUST redact all but the last 4 digits of their taxpayer identification number from such notices when filing the same with the Court.

EXHIBIT A-2

Declaration of Intent to Accumulate Company Stock

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

In re:

CTN HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10603 (TMH)

(Jointly Administered)

DECLARATION OF INTENT TO ACCUMULATE COMPANY STOCK

PLEASE TAKE NOTICE that the undersigned party hereby provides notice of its intention to purchase, acquire, or otherwise accumulate (the “**Proposed Transfer**”) one or more shares of the Debtors’ Company Stock.² The Debtors are debtors and debtors in possession in Case No. 25-10603 (TMH) pending in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, the undersigned party proposes to purchase, acquire, or otherwise accumulate Beneficial Ownership of _____ shares of Company Stock or an Option with respect to _____ shares of Company Stock. If the Proposed Transfer is permitted to occur, the undersigned party would have _____ shares of Company Stock.

PLEASE TAKE FURTHER NOTICE that the undersigned party currently has Beneficial Ownership of _____ shares of Company Stock.

PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of the undersigned party are _____.³

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors’ federal tax identification numbers, are CTN Holdings, Inc. (9122), CTN SPV Holdings, LLC (8689), Make Earth Green Again, LLC (4441), Aspiration QFZ, LLC (1532), Aspiration Fund Adviser, LLC (4214), Catona Climate Solutions, LLC (3375) and Zero Carbon Holdings, LLC (1679). The mailing address for the Debtors is 548 Market Street, PMB 72015, San Francisco, CA 94101-5401.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Interim Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors’ Estates* [D.I. [●]] or *Final Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors’ Estates* [D.I. [●]], as applicable (the “**Order**”).

³ All persons and entities required to file a notice(s) pursuant to these procedures MUST redact all but the last 4 digits of their taxpayer identification number from such notices when filing the same with the Court.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, this declaration (this “**Declaration**”) is being filed with the Court and served upon the Notice Parties.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, the undersigned party acknowledges that it is prohibited from consummating the Proposed Transfer unless and until the undersigned party complies with the Procedures set forth therein.

PLEASE TAKE FURTHER NOTICE that the Debtors and the other Notice Parties have 14 calendar days after receipt of this Declaration to object to the Proposed Transfer described herein. If the Debtors or any of the Notice Parties file an objection, such Proposed Transfer shall remain ineffective unless such objection is withdrawn by the Debtors or the other objecting Notice Parties or such transaction is approved by a final and non-appealable order of the Court. If the Debtors and the other Notice Parties do not object within such 14-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Declaration.

PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by the undersigned party that may result in the undersigned party purchasing, acquiring or otherwise accumulating Beneficial Ownership of additional shares of Company Stock would each require an additional notice filed with the Court to be served in the same manner as this Declaration.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, the undersigned party hereby declares that they have examined this Declaration and accompanying attachments (if any), and, to the best of their knowledge and belief, this Declaration and any attachments hereto are true, correct, and complete.

This notice is given in addition to, and not as a substitute for, any requisite notice under Bankruptcy Rule 3001(e).

Respectfully submitted,

(Name of Declarant)

By:

Name:

Address:

Telephone:

Facsimile:

Dated: _____, 20__

,

(City) (State)

EXHIBIT A-3

Declaration of Intent to Transfer Company Stock

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

In re:

CTN HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10603 (TMH)

(Jointly Administered)

DECLARATION OF INTENT TO TRANSFER COMPANY STOCK

PLEASE TAKE NOTICE that the undersigned party hereby provides notice of its intention to sell, trade, or otherwise transfer (the “**Proposed Transfer**”) one or more shares of the Debtors’ Company Stock.² The Debtors are debtors and debtors in possession in Case No. 25-10603 (TMH) pending in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, the undersigned party proposes to sell, trade, or otherwise transfer Beneficial Ownership of _____ shares of Company Stock or an Option with respect to _____ shares of Company Stock. If the Proposed Transfer is permitted to occur, the undersigned party would have Beneficial Ownership of _____ shares of Company Stock.

PLEASE TAKE FURTHER NOTICE that the undersigned party currently has Beneficial Ownership of _____ shares of Company Stock.

PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of the undersigned party are _____.³

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors’ federal tax identification numbers, are CTN Holdings, Inc. (9122), CTN SPV Holdings, LLC (8689), Make Earth Green Again, LLC (4441), Aspiration QFZ, LLC (1532), Aspiration Fund Adviser, LLC (4214), Catona Climate Solutions, LLC (3375) and Zero Carbon Holdings, LLC (1679). The mailing address for the Debtors is 548 Market Street, PMB 72015, San Francisco, CA 94101-5401.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Interim Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors’ Estates* [D.I. [●]] or *Final Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors’ Estates* [D.I. [●]], as applicable (the “**Order**”).

³ All persons and entities required to file a notice(s) pursuant to these procedures MUST redact all but the last 4 digits of their taxpayer identification number from such notices when filing the same with the Court.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, this declaration (this “**Declaration**”) is being filed with the Court and served upon the Notice Parties.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, the undersigned party acknowledges that it is prohibited from consummating the Proposed Transfer unless and until the undersigned party complies with the Procedures set forth therein.

PLEASE TAKE FURTHER NOTICE that the Debtors and the other Notice Parties have 14 calendar days after receipt of this Declaration to object to the Proposed Transfer described herein. If the Debtors or any of the Notice Parties file an objection, such Proposed Transfer shall remain ineffective unless such objection is withdrawn by the Debtors or the other objecting Notice Parties or such transaction is approved by a final and non-appealable order of the Court. If the Debtors and the other Notice Parties do not object within such 14-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Declaration.

PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by the undersigned party that may result in the undersigned party selling, trading, or otherwise transferring Beneficial Ownership of additional shares of Company Stock would each require an additional notice filed with the Court to be served in the same manner as this Declaration.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, the undersigned party hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments hereto are true, correct, and complete.

This notice is given in addition to, and not as a substitute for, any requisite notice under Bankruptcy Rule 3001(e).

Respectfully submitted,

(Name of Declarant)

By:

Name:

Address:

Telephone:

Facsimile:

Dated: _____, 20__

,

(City) (State)

EXHIBIT A-4

Declaration of Intent to Claim a Worthless Stock Deduction

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

In re:

CTN HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10603 (TMH)

(Jointly Administered)

DECLARATION OF INTENT TO CLAIM A WORTHLESS STOCK DEDUCTION

PLEASE TAKE NOTICE that the undersigned party hereby provides notice of its intention to claim a worthless stock deduction (the “**Proposed Worthlessness Claim**”) with respect to the Debtors’ Company Stock.² The Debtors are debtors and debtors in possession in Case No. 25-10603 (TMH) pending in the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that the undersigned party currently has Beneficial Ownership of _____ shares of Company Stock, or an Option with respect to _____ shares of Company Stock.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Worthlessness Claim, the undersigned party proposes to declare that _____ shares of Company Stock or an Option with respect to _____ shares of Company Stock became worthless during the tax year ending _____.

PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of the undersigned party are _____.

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors’ federal tax identification numbers, are CTN Holdings, Inc. (9122), CTN SPV Holdings, LLC (8689), Make Earth Green Again, LLC (4441), Aspiration QFZ, LLC (1532), Aspiration Fund Adviser, LLC (4214), Catona Climate Solutions, LLC (3375) and Zero Carbon Holdings, LLC (1679). The mailing address for the Debtors is 548 Market Street, PMB 72015, San Francisco, CA 94101-5401.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Interim Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors’ Estates* [D.I. [•]] or *Final Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors’ Estates* [D.I. [•]], as applicable (the “**Order**”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, this declaration (this “**Declaration**”) is being filed with the Court and served upon the Debtors and the Notice Parties.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, the undersigned party acknowledges that the Debtors and the other Notice Parties have 14 calendar days after receipt of this Declaration to object to the Proposed Worthlessness Claim described herein. If the Debtors or any of the other Notice Parties file an objection, such Proposed Worthlessness Claim shall not be effective unless such objection is withdrawn by the Debtors or the other objecting Notice Parties or such action is approved by a final and non-appealable order of the Bankruptcy Court. If the Debtors or the other Notice Parties do not object within such 14-day period, then after expiration of such period the Proposed Worthlessness Claim may proceed solely as set forth in this Declaration.

PLEASE TAKE FURTHER NOTICE that any further claims of worthlessness contemplated by the undersigned party would each require an additional notice filed with the Court to be served in the same manner as this Declaration and are subject to an additional 14-day waiting period.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, the undersigned party hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments hereto are true, correct, and complete.

This notice is given in addition to, and not as a substitute for, any requisite notice under Bankruptcy Rule 3001(e).

Respectfully submitted,

(Name of Declarant)

By:

Name:

Address:

Telephone:

Facsimile:

Dated: _____, 20__

_____,
(City) (State)

EXHIBIT B

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

In re:

CTN HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10603 (TMH)
(Joint ~~Administration~~ Requested)(Jointly
Administered)

Re: D.I. 8, 44 & 48

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**FINAL ORDER ESTABLISHING NOTIFICATION AND HEARING
PROCEDURES FOR, AND APPROVING RESTRICTIONS ON,
CERTAIN ACQUISITIONS OR TRANSFERS OF, AND
DECLARATIONS OF WORTHLESSNESS WITH RESPECT TO,
INTERESTS IN THE DEBTORS' ESTATES**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (the “Debtors”) for entry of an interim and final order (this “Final Order”), pursuant to sections 105, 362, and 541 of the Bankruptcy Code and Bankruptcy ~~Rule~~Rules 6003 and 6004, (a) enforcing the automatic stay by implementing the Procedures, (b) establishing and implementing restrictions on, and notification requirements regarding the Beneficial Ownership of, certain acquisitions or transfers of, and declarations of worthlessness with respect to, Company Stock, (c) directing that any acquisition, purchase, sale, or other transfer of, or declaration of worthlessness with respect to, Company Stock in violation of the Procedures shall be null and void *ab initio*, (d) approving the form of notice notifying holders of Company Stock of the Procedures, and (e) granting related

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors’ federal tax identification numbers, are CTN Holdings, Inc. (9122), CTN SPV Holdings, LLC (8689), Make Earth Green Again, LLC (4441), Aspiration QFZ, LLC (1532), Aspiration Fund Adviser, LLC (4214), Catona Climate Solutions, LLC (3375) and Zero Carbon Holdings, LLC (1679). The mailing address for the Debtors is 548 Market Street, PMB 72015, San Francisco, CA ~~94104~~94104-5401.

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

relief, as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157; and the Court having found that it may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of the Chapter 11 Cases and related proceedings being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties, such notice having been adequate and appropriate under the circumstances and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Motion and the First Day Declaration; and the Court having entered the *Interim Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors' Estates* [D.I. 48] on April 3, 2025 (the "Interim Order"); and the Court having held a hearing, if necessary, to consider the relief requested in the Motion on a final basis (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and the First Day Declaration and at the Hearing, if any, establish just cause for the relief granted herein; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors, their creditors, their estates, and all other parties in interest; and all objections and reservations of rights filed or asserted in respect of the Motion, if any, having been withdrawn, resolved or overruled; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is ~~granted~~GRANTED on a final basis ~~to the extent~~as set forth in this Final Order.

2. The Procedures set forth in Exhibit A ~~to the Motion~~hereto are hereby approved on a final basis and incorporated herein by reference.

3. Any transfer of Beneficial Ownership of Company Stock or declaration of worthlessness with respect to Company Stock, in violation of the Procedures, including, but not limited to, the notice requirements, shall be null and void *ab initio*.

4. In the case of any such transfer of Beneficial Ownership of Company Stock in violation of the Procedures, including the notice requirements, the Person making such transfer or conversion shall be required to take remedial actions specified by the ~~Debtor~~Debtors, which may include the actions specified in the Treasury's Private Letter Ruling 201010009 (Dec. 4, 2009), to appropriately reflect that such transfer or conversion is null and void *ab initio*.

5. In the case of any such declaration of worthlessness with respect to Company Stock in violation of the Procedures, including the notice requirements, the Beneficial Owner making such declaration shall be required to file an amended tax return revoking such declaration and any related deduction to appropriately reflect that such declaration is void *ab initio*.

6. All time periods set forth in this Final Order (including in the Procedures) shall be calculated in accordance with Bankruptcy Rule 9006(a).

7. The Debtors may retroactively or prospectively waive, in writing, any and all restrictions, stays, and notification procedures set forth in the Procedures.

8. The requirements set forth in this Final Order are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate, and other laws and do not excuse noncompliance therewith.

9. Nothing in this Final Order or any action taken by the Debtors in furtherance of the implementation hereof shall be deemed to constitute an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code, and all of the Debtors' rights with respect to such matters are expressly reserved.

10. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall (a) create, nor is it intended to create, any rights in favor of, or enhance the status of any claim held by, any person or entity or (b) be deemed to convert the priority of any claim from a prepetition claim into an administrative expense claim.

11. Nothing in this Final Order shall be construed as or deemed to constitute (a) an agreement or admission by the Debtors as to the amount, priority, character, or validity of any claim against the Debtors on any grounds, (b) a grant of third-party beneficiary status or bestowal of any additional rights on any third party, (c) a waiver or impairment of any rights, claims, or defenses of the Debtors' rights to dispute the amount, priority, character, or validity of any claim on any grounds, whether under bankruptcy or non-bankruptcy law, (d) a promise by the Debtors to pay any claim, or (e) an implication or admission by the Debtors that such claim is payable pursuant to this Final Order.

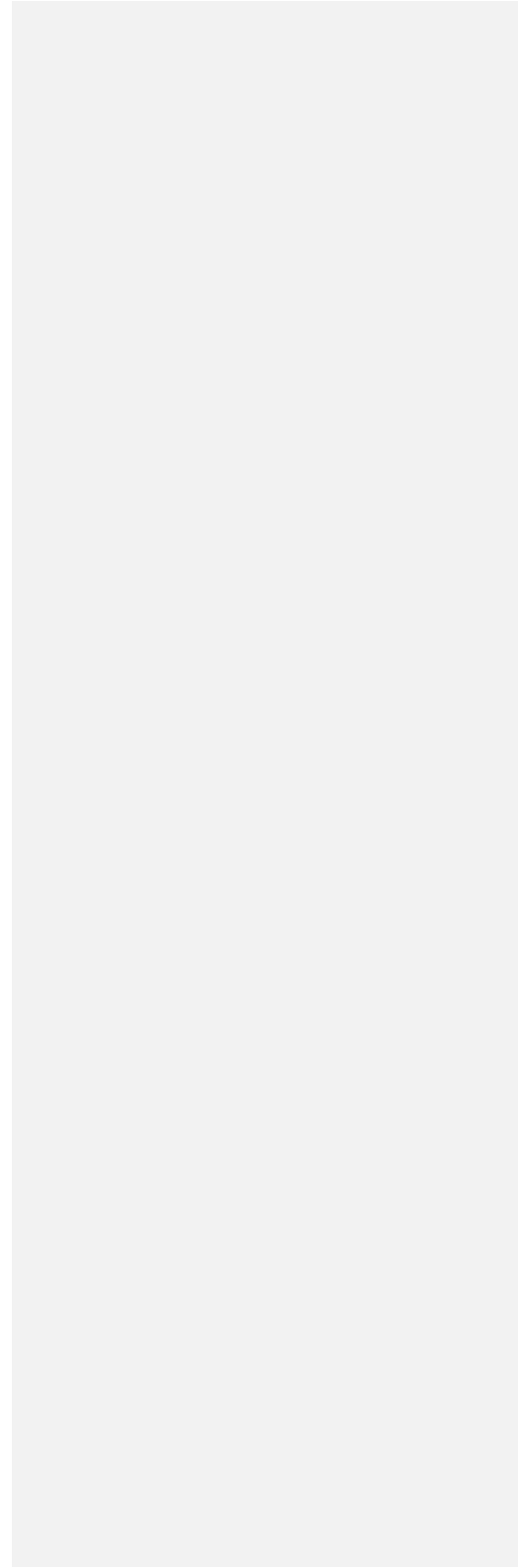
12. Within five (5) business days of the entry of this Final Order, the Debtors shall serve copies of this Final Order on the Notice Parties and this Final Order shall be made available on the Debtors' Chapter 11 Case information website located at <https://www.veritaglobal.net/jzhv3mufakxysh6wn8hz>; <https://www.veritaglobal.net/CTNHolding> s, such notice being reasonably calculated to provide notice to all parties that may be affected by the Procedures, whether known or unknown, and no further notice of the Procedures shall be necessary.

13. Any Bankruptcy Rule or Local Rule that might otherwise delay the effectiveness of this Final Order is hereby waived, and the terms and conditions of this Final Order shall be effective and enforceable immediately upon its entry.

14. The Debtors are authorized to take any action necessary or appropriate to implement and effectuate the terms of, and the relief granted in, this Final Order without seeking further order of the Court.

15. The Court shall retain jurisdiction over any matter arising from or related to the implementation, interpretation, and enforcement of this Final Order.

Exhibit A



Procedures for Restrictions on Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors' Estates¹

These procedures for restrictions on certain acquisitions or transfers of and declarations of worthlessness with respect to interests in the Debtors' estates (these "**Procedures**") are the mechanism by which the Debtors propose that they will monitor and, if necessary, object to certain acquisitions or transfers of Company Stock² and declarations of worthlessness with respect to Company Stock to ensure preservation of their Tax Attributes, which would otherwise limit or materially impair the preservation and future use of such tax attributes. The Procedures are set forth below:

1. **Notice of Substantial Shareholder Status.** Any Person who is or becomes a Substantial Shareholder, must, on or before the later of (a) 7 days after service of a notice substantially in the form attached as **Exhibit D** to the Motion (the "**Notice of Interim Order**"), or (b) 7 days after that Person becomes a Substantial Shareholder, serve a notice by first class mail and, where available, email and fax, substantially in the form attached hereto as **Exhibit A-1** (the "**Substantial Shareholder Notice**"), containing the Beneficial Ownership information upon the following: (i) the Debtors, c/o CTN Holdings, Inc., 548 Market Street, PMB 72015, San Francisco, CA 64101-5401, ATTN: Statton Hammock, and c/o CTN Holdings, Inc., 13355 Noel Road, Suite 2005, Dallas, Texas 75240, Attn: Miles Staglik, (ii) proposed counsel to the Debtors, Whiteford, Taylor & Preston LLP, 3190 Fairview Park Drive, Suite 800, Falls Church, VA 22042-4510, Attn: David W. Gaffey (dgaffey@whitefordlaw.com), Brandy M. Rapp (brapp@whitefordlaw.com), (iii) counsel to the DIP Lender, Proskauer Rose LLP, Eleven Times Square, New York, NY 10036-8299, Attn: Vincent Indelicato (vindelicato@proskauer.com) and One International Place, Boston, MA 02110, Attn: Charles A. Dale (cdale@proskauer.com), and Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market St, 16th Floor, Wilmington, DE 19801, Attn: Robert J. Dehney, Sr. (rdehney@morrisnichols.com), Matthew B. Harvey (mharvey@morrisnichols.com), Brenna A. Dolphin (bdolphin@morrisnichols.com), and (iv) ~~proposed~~ counsel to ~~any official committee appointed in the Chapter 11 Cases~~ Official Committee of Unsecured Creditors, Gibbons, P.C., 300 Delaware Avenue, Suite 1015, Wilmington, DE 19801, Attn: Katharina Earle (kearle@gibbonslaw.com), and One Gateway Center, Newark, NJ 07102, Attn: Robert K. Malone (rmalone@gibbonslaw.com), Brett S. Theisen (btheisen@gibbonslaw.com) (collectively, the "**Notice Parties**").

2. **Restrictions and Procedures for Trading in Company Stock.** Any Person that, after the Effective Time (as defined below):

(a) is not a Substantial Shareholder and wishes to purchase or otherwise acquire Beneficial Ownership of an amount of Company Stock that would cause the Person to become a Substantial Shareholder;

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

² The term stock being as defined generally under various sections of the Internal Revenue Code, including, but not limited to sections 381, 382, 383, 384, and 1504, and other related provisions thereunder.

(b) is a Substantial Shareholder and wishes to purchase or otherwise acquire Beneficial Ownership of any additional Company Stock; or

(c) is a Substantial Shareholder and wishes to sell or otherwise dispose of Beneficial Ownership of any Company Stock,

must file with the Court and serve upon the Notice Parties an advance written declaration of the intended acquisition and/or transfer of Company Stock, substantially in the form attached hereto as **Exhibit A-2** (a “**Declaration of Intent to Accumulate Company Stock**”) or **Exhibit A-3** (a “**Declaration of Intent to Transfer Company Stock**”) and, together with a Declaration of Intent to Accumulate Company Stock, each a “**Declaration of Proposed Transfer**”), as applicable. For the avoidance of doubt, the acquisition of a Beneficial Ownership of an amount of or any additional Company Stock for purposes of Sections 2(a) and 2(b) above shall include, without limitation, such acquisition by exercise of warrant, option, restricted stock unit or other Option or right to acquire Company Stock (such as, without limitation, debt convertible into equity in the Company or any other similar instruments).

The Debtors and the other Notice Parties shall have 14 calendar days after receipt of a Declaration of Proposed Transfer to file with the Court and serve on the applicable Person an objection to any proposed acquisition or transfer of Beneficial Ownership of Company Stock described in the Declaration of Proposed Transfer on the grounds that such acquisition or transfer might adversely affect in any manner the Debtors’ ability to utilize or preserve their Tax Attributes.

If the Debtors or any of the other Notice Parties file an objection, such transaction shall remain ineffective unless such objection is withdrawn by the Debtors, or such transaction is approved by a final and non-appealable order of the Court.

If the Debtors and the other Notice Parties do not object within such 14-day period, such transaction can proceed solely as set forth in the Declaration of Proposed Transfer. Further transactions within the scope of the Procedures must be the subject of additional notices in accordance with the procedures set forth herein, with an additional 14-day waiting period for each Declaration of Proposed Transfer.

3. Procedures for Declarations of Worthlessness of Company Stock. Prior to filing any federal or state income tax return, or any amendment to any such return, or taking any other action that claims any deduction for worthlessness with respect to Company Stock for a taxable year ending before the Debtors’ emergence from chapter 11, the applicable 50% Shareholder must file with the Court and serve upon the Notice Parties a declaration of intent to claim a worthless stock deduction, substantially in the form attached hereto as **Exhibit A-4** (a “**Declaration of Intent to Claim a Worthless Stock Deduction**”). The same procedures applicable to a Declaration of Proposed Transfer (described in Section 2 hereof) shall apply with respect to a Declaration of Intent to Claim a Worthless Stock Deduction.

4. Confidentiality. The Debtors and ~~Debtors’ counsel~~ the other Notice Parties shall keep all information provided in all notices delivered pursuant to an interim or final order entered by the Court (an “**Interim Order**” or “**Final Order**,” respectively) strictly confidential

and shall not disclose the contents thereof to any Person (including any lender), except to the extent (a) necessary to respond to a petition or objection filed with the Court, (b) otherwise required by law, or (c) that the information contained therein is already public; *provided, however*, that the Debtors and the other Notice Parties may disclose the contents thereof to their professional advisors, who shall keep all such notices strictly confidential and shall not disclose the contents thereof to any other Person, subject to further Court order. To the extent that confidential information is necessary to respond to a petition or objection filed with the Court, such confidential information shall be filed under seal or in redacted form in accordance with the procedures set forth in Local Rule 9018-1(d).

5. Sanctions for Noncompliance Relating to Company Stock. Acquisitions and dispositions of Beneficial Ownership of Company Stock or claims of deductions of worthlessness with respect to Company Stock in violation of the Procedures set forth in Sections 2 and 3 of these Procedures shall be void *ab initio* as an act in violation of the automatic stay prescribed by section 362 of the Bankruptcy Code and pursuant to the Court's equitable power prescribed in section 105(a) of the Bankruptcy Code. The sanction for violating Section 2 of these Procedures shall be reversal of the noncompliant transaction, or such other (or additional) measures as the Court may consider appropriate. The sanction for violating Section 3 of these Procedures shall be the requirement to file an amended tax return revoking the declaration of worthlessness, or such other (or additional) measures as the Court may consider appropriate.

6. Discretionary Waiver by the Debtors. The Debtors may, in their sole discretion, waive, in writing (including via email), any sanctions, remedies, or notification procedures imposed by the Interim Order or the Final Order, as applicable.

7. Continued Compliance with Other Applicable Laws and Rules. The requirements set forth in the Interim Order or Final Order, as applicable, are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate, and other laws, and do not excuse compliance therewith.

8. Special Rules. A Person acquiring or disposing of Beneficial Ownership of Company Stock in the capacity of Agent of another Person shall not be treated as a Substantial Shareholder solely to the extent the Person is acting in the capacity of Agent, and shall not have an affirmative duty to inquire whether the account, customer, investment fund, principal, trust, or beneficiary is subject to any restrictions or requirements under the Interim Order or the Final Order, as applicable; *provided, however*, that the account, customer, investment fund, principal, trust, or beneficiary shall not be excluded from the Interim Order or the Final Order, as applicable, by reason of this Section 8.

9. Definitions. For purposes of these Procedures:

"50% Shareholder" means any person or entity that currently is or becomes a "50-percent shareholder" within the meaning of section 382(g)(4)(D) of the I.R.C. and the Treasury regulations thereunder with respect to Company Stock (and any other related provisions under the I.R.C.), provided that ownership shall be measured using the definition of Beneficial Ownership described below.

“Agent” means a broker, account manager, agent, custodian, nominee, prime broker, clearinghouse, or trustee (but not including a trustee qualified under section 401(a) of the I.R.C.).

“Applicable Number” has the meaning given in the definition of Substantial Shareholder.

“Beneficial Ownership” means ownership in accordance with, among others, the applicable rules of sections 382 and 383 of the I.R.C. and the Treasury regulations thereunder (other than section 1.382-2T(h)(2)(i)(A) of the Treasury regulations), and includes direct, indirect, and constructive ownership of Company Stock (*e.g.*, including that (a) a holding company would be considered to beneficially own all Company Stock owned by its subsidiaries, (b) a partner in a partnership would be considered to beneficially own its proportionate share of any Company Stock owned by such partnership, (c) an individual and such individual’s family members may be treated as one individual, (d) Persons acting in concert to make a coordinated acquisition of Company Stock may be treated as a single entity, and (e) a holder would be considered to beneficially own Company Stock that such holder has an Option to acquire to the extent provided in section 1.382-4(d) of the Treasury regulations). An “Option” to acquire Company Stock includes all interests described in section 1.382-4(d)(9) of the Treasury regulations, including any contingent purchase right, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable. “Beneficial Ownership” and “Beneficial Owner” shall have correlative meanings.

“Declaration of Proposed Transfer” has the meaning given in Section 2 hereof.

“Effective Time” means the Petition Date.

“Motion” means the *Debtors’ Motion for Entry of Interim and Final Orders Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors’ Estates* filed in these Chapter 11 Cases.

“Person” means a person or Entity (as such term is defined in section 1.382-3(a) of the Treasury regulations).

“Procedures” has the meaning given in the preamble hereof.

“Substantial Shareholder” means a Beneficial Owner of at least 5,367,083 shares of Company Stock (representing approximately 4.5% of all

shares of Company Stock issued and outstanding as of the Petition Date)
(such number of shares, the “Applicable Number”).

“Substantial Shareholder Notice” has the meaning given in Section 1 hereof.

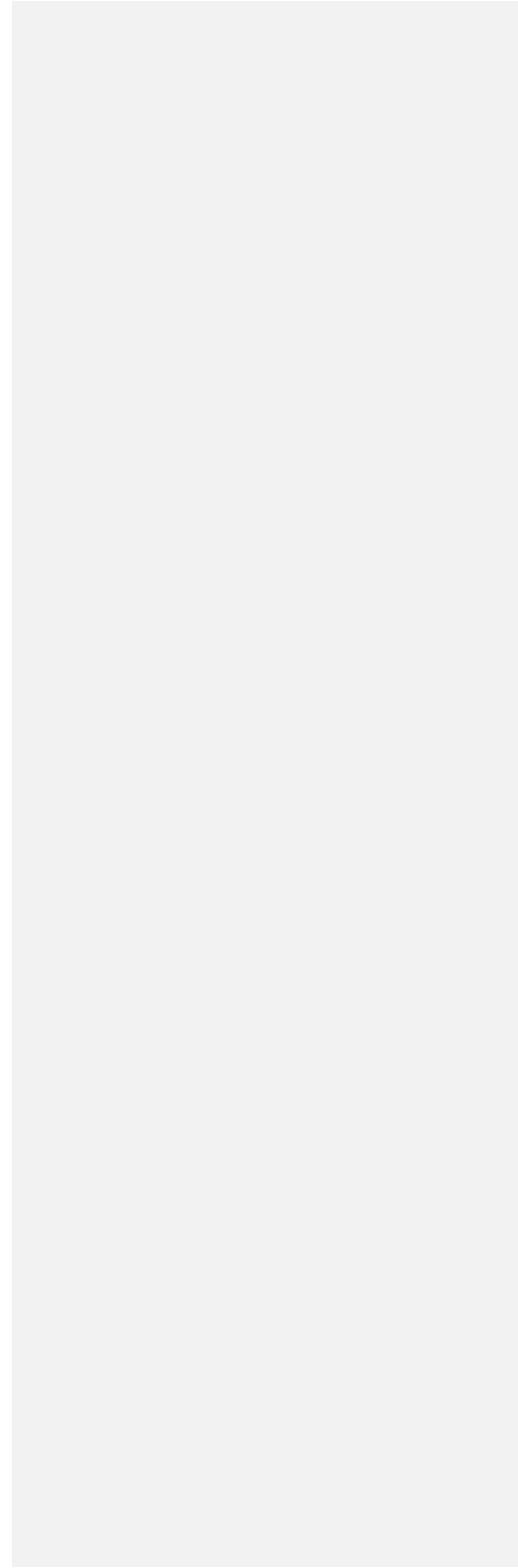
10. Notice Procedures.

(a) Within five (5) business days after the Court’s entry of the Interim Order or Final Order, as applicable, the Debtors propose to provide a notice of Interim Order or notice of Final Order, as applicable, describing the authorized trading restrictions and notification requirements, substantially in the form attached as Exhibit D to the Motion, to the Notice Parties (as set forth in the Motion), any identified Substantial Shareholders (or their respective counsels), all holders of Company Stock registered directly with the transfer agent(s) of the Debtors’ Company Stock, and all banks, brokers, intermediaries, or mailing agents (collectively, the “Nominees”) that hold Company Stock in “street name” for the Beneficial Owners.

(b) Within five (5) business days after receipt of such notice, any holder registered directly with any transfer agent and any broker, bank, dealer, or other agent, intermediary or nominee (each a “Nominee”) that holds the Debtors’ Company Stock in ‘street name’ for the beneficial owner thereof, shall, in turn, provide the notice to any holder for whose account the registered holder or Nominee holds at least an Applicable Number of shares of Company Stock. Any such holder shall, in turn, provide the notice to any Person for whom the holder holds at least an Applicable Number of shares of Company Stock, and, in the holder’s discretion, may provide the notice to additional Persons for whom the holder holds any shares of Company Stock. Any Person, or Agent acting on such Person’s behalf, that sells an aggregate amount of at least an Applicable Number of shares of Company Stock (or an Option with respect thereto) to another Person shall provide a copy of the notice to such purchaser or to any Agent acting on such purchaser’s behalf.

EXHIBIT A-1

Substantial Shareholder Notice



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

In re:

CTN HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11
Case No. 25-10603 (TMH)
(Jointly Administered)

SUBSTANTIAL SHAREHOLDER NOTICE

PLEASE TAKE NOTICE that the undersigned party hereby provides notice of its Beneficial Ownership² of Company Stock in an amount at least equal to 5,367,083 shares of Company Stock (representing approximately 4.5% of all shares of Company Stock issued and outstanding as of the Petition Date).

PLEASE TAKE FURTHER NOTICE that, as of _____, 2025, the undersigned has Beneficial Ownership of _____ shares of Company Stock. The following table sets forth the date(s) on which the undersigned party acquired Beneficial Ownership of such Company Stock:

<u>Number of shares of Company Stock</u>	<u>Date Acquired</u>	<u>Directly Owned (✓)</u>

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors' federal tax identification numbers, are CTN Holdings, Inc. (9122), CTN SPV Holdings, LLC (8689), Make Earth Green Again, LLC (4441), Aspiration QFZ, LLC (1532), Aspiration Fund Adviser, LLC (4214), Catona Climate Solutions, LLC (3375) and Zero Carbon Holdings, LLC (1679). The mailing address for the Debtors is 548 Market Street, PMB 72015, San Francisco, CA 94101-5401.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Interim Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors' Estates* [D.I. [•]] or *Final Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors' Estates* [D.I. [•]], as applicable (the "**Order**").

PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of the undersigned party are _____.³

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, this declaration (this “**Declaration**”) is being filed with the Court and served upon the Notice Parties.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, the undersigned party hereby declares that they have examined this Declaration and accompanying attachments (if any), and, to the best of their knowledge and belief, this Declaration and any attachments hereto are true, correct, and complete.

This notice is given in addition to, and not as a substitute for, any requisite notice under Bankruptcy Rule 3001(e).

Respectfully submitted,

(Name of Declarant)

By:

Name:

Address:

Telephone:

Facsimile:

Dated: _____, 20__

,

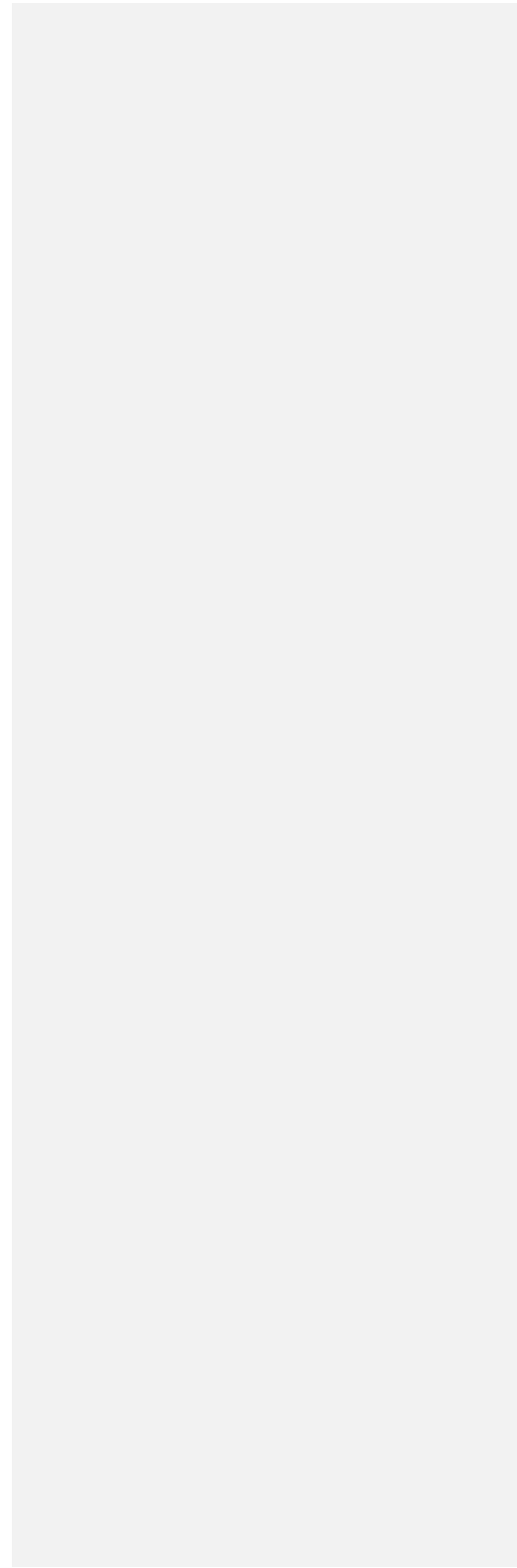
(City)

(State)

³ All persons and entities required to file a notice(s) pursuant to these procedures MUST redact all but the last 4 digits of their taxpayer identification number from such notices when filing the same with the Court.

EXHIBIT A-2

Declaration of Intent to Accumulate Company Stock



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

CTN HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11
Case No. 25-10603 (TMH)
(Jointly Administered)

DECLARATION OF INTENT TO ACCUMULATE COMPANY STOCK

PLEASE TAKE NOTICE that the undersigned party hereby provides notice of its intention to purchase, acquire, or otherwise accumulate (the “**Proposed Transfer**”) one or more shares of the Debtors’ Company Stock.² The Debtors are debtors and debtors in possession in Case No. 25-10603 (TMH) pending in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, the undersigned party proposes to purchase, acquire, or otherwise accumulate Beneficial Ownership of _____ shares of Company Stock or an Option with respect to _____ shares of Company Stock. If the Proposed Transfer is permitted to occur, the undersigned party would have _____ shares of Company Stock.

PLEASE TAKE FURTHER NOTICE that the undersigned party currently has Beneficial Ownership of _____ shares of Company Stock.

PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of the undersigned party are _____.³

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors’ federal tax identification numbers, are CTN Holdings, Inc. (9122), CTN SPV Holdings, LLC (8689), Make Earth Green Again, LLC (4441), Aspiration QFZ, LLC (1532), Aspiration Fund Adviser, LLC (4214), Catona Climate Solutions, LLC (3375) and Zero Carbon Holdings, LLC (1679). The mailing address for the Debtors is 548 Market Street, PMB 72015, San Francisco, CA 94101-5401.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Interim Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors’ Estates* [D.I. [•]] or *Final Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors’ Estates* [D.I. [•]], as applicable (the “**Order**”).

³ All persons and entities required to file a notice(s) pursuant to these procedures **MUST** redact all but the last 4 digits of their taxpayer identification number from such notices when filing the same with the Court.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, this declaration (this “**Declaration**”) is being filed with the Court and served upon the Notice Parties.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, the undersigned party acknowledges that it is prohibited from consummating the Proposed Transfer unless and until the undersigned party complies with the Procedures set forth therein.

PLEASE TAKE FURTHER NOTICE that the Debtors and the other Notice Parties have 14 calendar days after receipt of this Declaration to object to the Proposed Transfer described herein. If the Debtors or any of the Notice Parties file an objection, such Proposed Transfer shall remain ineffective unless such objection is withdrawn by the Debtors or the other objecting Notice Parties or such transaction is approved by a final and non-appealable order of the Court. If the Debtors and the other Notice Parties do not object within such 14-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Declaration.

PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by the undersigned party that may result in the undersigned party purchasing, acquiring or otherwise accumulating Beneficial Ownership of additional shares of Company Stock would each require an additional notice filed with the Court to be served in the same manner as this Declaration.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, the undersigned party hereby declares that they have examined this Declaration and accompanying attachments (if any), and, to the best of their knowledge and belief, this Declaration and any attachments hereto are true, correct, and complete.

This notice is given in addition to, and not as a substitute for, any requisite notice under Bankruptcy Rule 3001(e).

Respectfully submitted,

(Name of Declarant)

By:

Name:

Address:

Telephone:

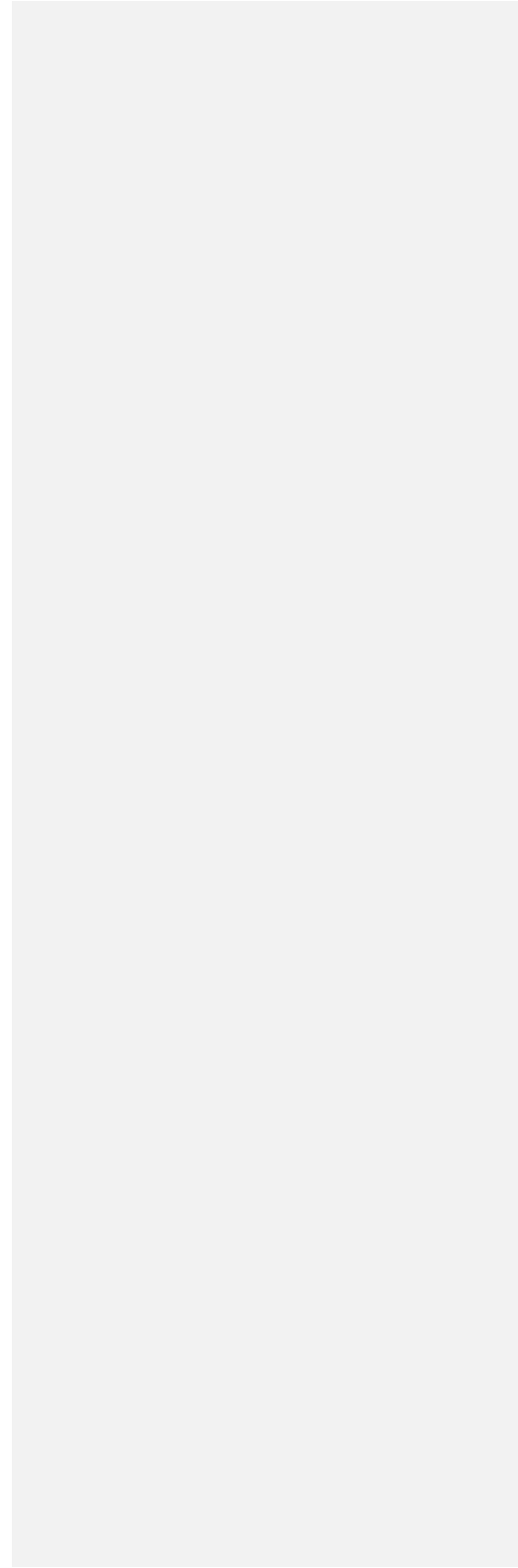
Facsimile:

Dated: _____, 20__

(City) (State)

EXHIBIT A-3

Declaration of Intent to Transfer Company Stock



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

CTN HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11
Case No. 25-10603 (TMH)
(Jointly Administered)

DECLARATION OF INTENT TO TRANSFER COMPANY STOCK

PLEASE TAKE NOTICE that the undersigned party hereby provides notice of its intention to sell, trade, or otherwise transfer (the “**Proposed Transfer**”) one or more shares of the Debtors’ Company Stock.² The Debtors are debtors and debtors in possession in Case No. 25-10603 (TMH) pending in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, the undersigned party proposes to sell, trade, or otherwise transfer Beneficial Ownership of _____ shares of Company Stock or an Option with respect to _____ shares of Company Stock. If the Proposed Transfer is permitted to occur, the undersigned party would have Beneficial Ownership of _____ shares of Company Stock.

PLEASE TAKE FURTHER NOTICE that the undersigned party currently has Beneficial Ownership of _____ shares of Company Stock.

PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of the undersigned party are _____.³

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors’ federal tax identification numbers, are CTN Holdings, Inc. (9122), CTN SPV Holdings, LLC (8689), Make Earth Green Again, LLC (4441), Aspiration QFZ, LLC (1532), Aspiration Fund Adviser, LLC (4214), Catona Climate Solutions, LLC (3375) and Zero Carbon Holdings, LLC (1679). The mailing address for the Debtors is 548 Market Street, PMB 72015, San Francisco, CA 94101-5401.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Interim Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors’ Estates* [D.I. [•]] or *Final Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors’ Estates* [D.I. [•]], as applicable (the “**Order**”).

³ All persons and entities required to file a notice(s) pursuant to these procedures MUST redact all but the last 4 digits of their taxpayer identification number from such notices when filing the same with the Court.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, this declaration (this “**Declaration**”) is being filed with the Court and served upon the Notice Parties.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, the undersigned party acknowledges that it is prohibited from consummating the Proposed Transfer unless and until the undersigned party complies with the Procedures set forth therein.

PLEASE TAKE FURTHER NOTICE that the Debtors and the other Notice Parties have 14 calendar days after receipt of this Declaration to object to the Proposed Transfer described herein. If the Debtors or any of the Notice Parties file an objection, such Proposed Transfer shall remain ineffective unless such objection is withdrawn by the Debtors or the other objecting Notice Parties or such transaction is approved by a final and non-appealable order of the Court. If the Debtors and the other Notice Parties do not object within such 14-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Declaration.

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PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by the undersigned party that may result in the undersigned party selling, trading, or otherwise transferring Beneficial Ownership of additional shares of Company Stock would each require an additional notice filed with the Court to be served in the same manner as this Declaration.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, the undersigned party hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments hereto are true, correct, and complete.

This notice is given in addition to, and not as a substitute for, any requisite notice under Bankruptcy Rule 3001(e).

Respectfully submitted,

(Name of Declarant)

By: _____

Name:

Address:

Telephone:

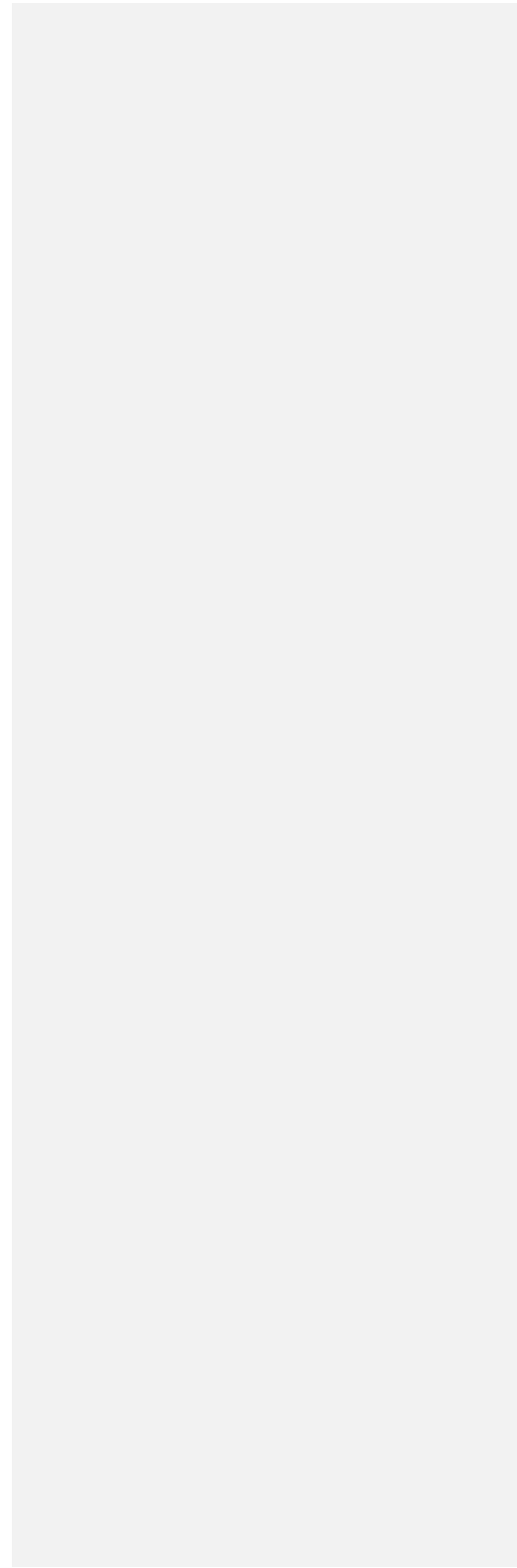
Facsimile:

Dated: _____, 20__

(City) (State)

EXHIBIT A-4

Declaration of Intent to Claim a Worthless Stock Deduction



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

CTN HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11
Case No. 25-10603 (TMH)
(Jointly Administered)

DECLARATION OF INTENT TO CLAIM A WORTHLESS STOCK DEDUCTION

PLEASE TAKE NOTICE that the undersigned party hereby provides notice of its intention to claim a worthless stock deduction (the “**Proposed Worthlessness Claim**”) with respect to the Debtors’ Company Stock.² The Debtors are debtors and debtors in possession in Case No. 25-10603 (TMH) pending in the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that the undersigned party currently has Beneficial Ownership of _____ shares of Company Stock, or an Option with respect to _____ shares of Company Stock.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Worthlessness Claim, the undersigned party proposes to declare that _____ shares of Company Stock or an Option with respect to _____ shares of Company Stock became worthless during the tax year ending _____.

PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of the undersigned party are _____.

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors’ federal tax identification numbers, are CTN Holdings, Inc. (9122), CTN SPV Holdings, LLC (8689), Make Earth Green Again, LLC (4441), Aspiration QFZ, LLC (1532), Aspiration Fund Adviser, LLC (4214), Catona Climate Solutions, LLC (3375) and Zero Carbon Holdings, LLC (1679). The mailing address for the Debtors is 548 Market Street, PMB 72015, San Francisco, CA 94101-5401.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Interim Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors’ Estates* [D.I. [•]] or *Final Order Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Acquisitions or Transfers of, and Declarations of Worthlessness with Respect to, Interests in the Debtors’ Estates* [D.I. [•]], as applicable (the “**Order**”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, this declaration (this “**Declaration**”) is being filed with the Court and served upon the Debtors and the Notice Parties.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, the undersigned party acknowledges that the Debtors and the other Notice Parties have 14 calendar days after receipt of this Declaration to object to the Proposed Worthlessness Claim described herein. If the Debtors or any of the other Notice Parties file an objection, such Proposed Worthlessness Claim shall not be effective unless such objection is withdrawn by the Debtors or the other objecting Notice Parties or such action is approved by a final and non-appealable order of the Bankruptcy Court. If the Debtors or the other Notice Parties do not object within such 14-day period, then after expiration of such period the Proposed Worthlessness Claim may proceed solely as set forth in this Declaration.

PLEASE TAKE FURTHER NOTICE that any further claims of worthlessness contemplated by the undersigned party would each require an additional notice filed with the Court to be served in the same manner as this Declaration and are subject to an additional 14-day waiting period.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, the undersigned party hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments hereto are true, correct, and complete.

This notice is given in addition to, and not as a substitute for, any requisite notice under Bankruptcy Rule 3001(e).

Respectfully submitted,

(Name of Declarant)

By: _____

Name:

Address:

Telephone:

Facsimile:

Dated: _____, 20__

(City)

(State)