

**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 No. 78

**CERTIFICATE OF NO OBJECTION REGARDING APPLICATION TO EMPLOY AND
RETAIN WHITEFORD, TAYLOR & PRESTON LLP AS COUNSEL FOR THE
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF THE PETITION
DATE PURSUANT TO BANKRUPTCY CODE SECTION 327(A)**

The undersigned hereby certifies that, as of the date hereof, he has received no answer, objection or other responsive pleading to the *Application to Employ and Retain Whiteford, Taylor & Preston LLP as Counsel for the Debtors and Debtors in Possession Effective as of the Petition Date Pursuant to Bankruptcy Code Section 327(A)* [Docket No. 78] (the “Application”). The undersigned further certifies that he has reviewed the Court’s docket in this proceeding and no answer or other responsive pleading to the Application appears thereon. Pursuant to the notice of the Application, responses to the relief requested in the Application were to be filed and served no later than May 13, 2025.

WHEREFORE, counsel to the Debtors respectfully requests that the proposed form of order attached hereto as **Exhibit A**, be entered at the earliest convenience of the Court.

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.



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Dated: May 14, 2025
Wilmington, Delaware

Respectfully submitted,

/s/ Bradley P. Lehman

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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

Proposed Order

**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. 78 & ____

**ORDER AUTHORIZING THE DEBTORS AND DEBTORS IN POSSESSION
TO EMPLOY AND RETAIN WHITEFORD, TAYLOR & PRESTON LLP
EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the “Application”)² of the debtors and debtors in possession (collectively, the “Debtors”), for entry of an order pursuant to sections 327(a) and 328 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, authorizing the Debtors to employ Whiteford as their bankruptcy counsel, effective as of the Petition Date, and upon the Gaffey Declaration attached thereto as **Exhibit B** and the Staglik Declaration attached thereto as **Exhibit C**; the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and reference from the District Court pursuant to 28 U.S.C. § 157; (b) notice of the Application was sufficient under the circumstances; (c) based on the Gaffey Declaration and the Staglik Declaration, Whiteford neither has nor represents any interest materially adverse to the interests of the Debtors’ estate, any other parties in interest, or in connection with the Debtors’ chapter 11 cases; (d) the Court having determined that Whiteford is a “disinterested person”

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

pursuant to § 101(14) of the Bankruptcy Code; and (e) the Court having determined that the legal and factual bases set forth in the Application, the Gaffey Declaration, and the Staglik Declaration establish just cause for the relief granted herein; and it appearing to the Court that the said Application should be approved,

IT IS HEREBY ORDERED THAT:

1. The Application is APPROVED as set forth herein.
2. The Debtors are hereby authorized to retain and employ Whiteford as their counsel pursuant to sections 327 and 328 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, effective as of the Petition Date.
3. Whiteford shall file applications and be compensated in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other procedures as may be fixed by order of the Court. Whiteford shall make a reasonable effort to comply with the *Appendix B – Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Large Chapter 11 Cases, Effective as of November 1, 2013* (the “U.S. Trustee Fee Guidelines”), both in connection with the Application and in the interim and final fee applications to be filed by Whiteford in these Chapter 11 Cases.
4. Consistent with the U.S. Trustee Fee Guidelines, Whiteford shall provide ten (10) business days’ notice to the Debtors, the U.S. Trustee and the Committee before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. Whiteford shall use reasonable efforts to avoid unnecessary duplication of services provided by any of the Debtors' retained professionals in these Chapter 11 Cases.

6. The Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.