

**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)

**Bid Procedures Hearing Date: 4/30/25
at 9:30 a.m. (EST)**

**Bid Procedures Objection Deadline: 4/23/25
at 4:00 p.m. (EST)**

Related Docket Nos. 65, 66 & 70

**NOTICE OF DEBTORS' MOTION FOR ENTRY OF AN ORDER APPROVING
(I)(A) THE DEBTORS' ENTRY INTO STALKING HORSE AGREEMENT AND
RELATED EXPENSE REIMBURSEMENT AND BREAK-UP FEE; (B) THE BIDDING
PROCEDURES IN CONNECTION WITH THE SALE OF SUBSTANTIALLY ALL OF
THE DEBTORS' ASSETS, (C) THE PROCEDURES FOR THE ASSUMPTION AND
ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES, (D) THE
FORM AND MANNER OF NOTICE OF THE SALE HEARING, ASSUMPTION
PROCEDURES, AND AUCTION RESULTS, AND (E) DATES FOR AN AUCTION AND
SALE HEARING; (II)(A) THE SALE OF SUBSTANTIALLY ALL OF THE DEBTORS'
ASSETS FREE AND CLEAR OF ALL CLAIMS, LIENS, LIABILITIES, RIGHTS,
INTERESTS, AND ENCUMBRANCES AND (B) THE DEBTORS' ASSUMPTION AND
ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED
LEASES; AND (III) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that on April 11, 2025, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the attached *Debtors' Motion for Entry of an Order Approving (I)(A) The Debtors' Entry Into Stalking Horse Agreement and Related Expense Reimbursement and Break-Up Fee, (B) The Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (C) The Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases, (D) The Form and Manner of Notice of the Sale Hearing, Assumption Procedures, and Auction Results, and (E) Dates for an Auction and Sale Hearing; (II)(A) The Sale of Substantially All of the Debtors' Assets Free and Clear of All Claims, Liens, Liabilities, Rights, Interests, and Encumbrances and (B) The Debtors' Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II)*

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.



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Granting Related Relief (the “Motion”) [Docket No. 65] with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that on April 11, 2025, the *Debtors' Motion for Order Shortening Notice of Hearing on Debtors' Motion to Approve Bidding Procedures for the Sale of Substantially All of the Debtors' Assets* (the “Motion to Shorten Notice”) [Docket No. 66] with the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that on April 14, 2025, the Bankruptcy Court entered *Order Shortening Notice of Hearing on Debtors' Motion to Approve Bidding Procedures for the Sale of Substantially All of the Debtors' Assets* (the “Order”) [Docket No. 70]. A copy of the Order is attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, responses, if any, to the Bidding Procedures Relief requested by the Motion, must be filed on or before **April 23, 2025 at 4:00 p.m. (EST)** (the “Objection Deadline”) with the Court, 824 North Market Street, Third Floor, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that at the same time, you must serve a copy of the response on (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 Stalking Horse Bidder, 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); (iv) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Rosa Sierra-Fox (Rosa.Sierra-Fox@usdoj.gov); and (v) counsel to any official committee appointed in the Chapter 11 Cases, so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that a hearing on the Bidding Procedures Relief requested by the Motion will be held on **April 30, 2025 at 9:30 a.m. (EST)** before The Honorable Thomas M. Horan, United States Bankruptcy Judge for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE BIDDING PROCEDURES RELIEF REQUESTED BY THE MOTION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE BID PROCEDURES RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OF HEARING.

Dated: April 14, 2025
Wilmington, Delaware

WHITEFORD, TAYLOR & PRESTON LLC²

/s/ William F. Taylor, Jr.

William F. Taylor, Jr. (DE No. 2936)
600 North King Street, Suite 300
Wilmington, DE 19801
Telephone: (302) 353-4144
Email: wtaylor@whitefordlaw.com

WHITEFORD, TAYLOR & PRESTON LLP

David W. Gaffey (admitted *pro hac vice*)
Brandy M. Rapp (admitted *pro hac vice*)
J. Daniel Vorsteg (admitted *pro hac vice*)
Joshua D. Stiff (admitted *pro hac vice*)
Alexandra G. DeSimone (admitted *pro hac vice*)
3190 Fairview Park Drive, Suite 800
Falls Church, VA 22042-4510
Telephone: (703) 280-9860
Email: dgaffey@whitefordlaw.com
brapp@whitefordlaw.com
jdvorsteg@whitefordlaw.com
jstiff@whitefordlaw.com
adesimone@whitefordlaw.com

Proposed Counsel to the Debtors and Debtors in Possession

² Whiteford, Taylor & Preston LLP 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. 65 & 66

**ORDER SHORTENING NOTICE OF HEARING ON THE
DEBTORS' MOTION TO APPROVE BIDDING PROCEDURES
FOR THE SALE OF SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS**

Upon the *Debtors' Motion for Order Shortening Notice of Hearing on Debtors' Motion to Approve Bidding Procedures for the Sale of Substantially All of the Debtors' Assets* (the "**Motion to Shorten**")² of the Debtors for entry of an order (the "**Order**") shortening notice of the *Debtors' Motion for Entry of an Order Approving (I)(A) The Debtors' Entry into Stalking Horse Agreement and Related Expense Reimbursement and Break-Up Fee; (B) the Bidding Procedures in Connection with the Sale of Substantially all of the Debtors' Assets; (C) the Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases; (D) the Form and Manner of Notice of the Sale Hearing, Assumption Procedures, and Auction Results; and (E) Dates for an Auction and Sale Hearing; (II)(A) the Sale of Substantially All of the Debtors' Assets Free and Clear of all Claims, Liens, Liabilities, Rights, Interests, and Encumbrances and (B) the Debtors' Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [D.I. 65]* (the "**Motion**") requesting

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² Defined terms not otherwise defined herein shall have the meaning or meanings ascribed thereto in the Motion to Shorten or the Motion, as applicable.

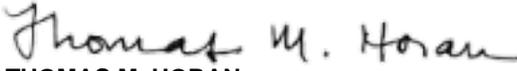


approval of bidding procedures for the sale of the Debtors' assets, the Court having reviewed the Motion to Shorten and found that the relief requested therein is justified under the circumstances,

IT IS HEREBY ORDERED THAT:

1. The Motion to Shorten is **GRANTED**.
2. The Motion will be considered at the hearing scheduled for **April 30, 2025, at 9:30 AM (ET)**.
3. Objections, if any, to the relief requested in the Motion must be filed and served so as to be received by the Debtors by no later than **April 23, 2025, at 4:00 p.m. (ET)**.
4. This Court retains jurisdiction to construe and enforce the terms of this Order.

Dated: April 14th, 2025
Wilmington, Delaware


THOMAS M. HORAN
UNITED STATES BANKRUPTCY JUDGE