

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

CTN HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 25-10603 (TMH)

(Jointly Administered)

Re: Docket No. 240

AMENDED CERTIFICATE OF NO OBJECTION REGARDING APPLICATION  
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR  
ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND  
RETENTION OF GIBBONS P.C. AS ITS COUNSEL *NUNC PRO TUNC* TO  
APRIL 13, 2025

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases (the “Chapter 11 Cases”) of the above captioned debtors and debtors-in-possession (the “Debtors”) hereby certifies that:

1. On May 27, 2025, the Committee filed the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment and Retention of Gibbons P.C. as its Counsel Nunc Pro Tunc to April 13, 2025* [D.I. 240] (the “Application”) of Gibbons P.C.

2. Pursuant to the Notice of Application, the deadline to respond or object to the relief requested in the Application was June 10, 2025 at 4:00 p.m. (ET) (the “Objection Deadline”). As of the Objection Deadline, no answer, objection or any other responsive pleading has been received by the Committee or has appeared on the Court’s docket in these Chapter 11 case.

<sup>1</sup> 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.



**WHEREFORE**, the Committee respectfully requests that the Court enter the Proposed Order, attached hereto as **Exhibit A**, without further notice or hearing at the Court's earliest convenience.

Dated: June 12, 2025  
Wilmington, Delaware

/s/ Katharina Earle  
Katharina Earle (No. 6348)  
**GIBBONS P.C.**  
300 Delaware Avenue, Suite 1015  
Wilmington, Delaware 19801-1671  
Telephone: (302) 518-6300  
E-mail: kearle@gibbonslaw.com

-and-

Robert K. Malone (admitted *pro hac vice*)  
Brett S. Theisen (admitted *pro hac vice*)  
Kyle P. McEvilly (admitted *pro hac vice*)  
**GIBBONS P.C.**  
One Gateway Center  
Newark, New Jersey 07102-5310  
Telephone: (973) 596-4500  
E-mail: rmalone@gibbonslaw.com  
btheisen@gibbonslaw.com  
kmcevilly@gibbonslaw.com

*Proposed Counsel for the Official Committee of  
Unsecured Creditors*

## **EXHIBIT A**

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

In re:

CTN HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 25-10603 (TMH)

(Jointly Administered)

**Re. Docket No.: 240**

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
GIBBONS P.C. AS COUNSEL FOR THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS *NUNC PRO TUNC* TO APRIL 13, 2025**

Upon the application (the “Application”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) for entry of an order authorizing the Committee to employ and retain Gibbons P.C. (“Gibbons”) as its counsel *nunc pro tunc* to April 13, 2025, the date the Committee determined to employ Gibbons as its counsel in these Chapter 11 Cases, pursuant to sections 328(a) and 1103 of title 11 of the United States Code (the “Bankruptcy Code”); and upon the Malone Declaration attached to the Application as **Exhibit B**; and upon the Patton Declaration attached to the Application as **Exhibit C**; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* dated February 29, 2012, from the United States District Court for the District of Delaware; and it appearing that the Application is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that the Court can enter a final order consistent with Article III of the United States Constitution; and venue being proper in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and the Court being

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used, but not otherwise defined herein, shall have the meaning ascribed to them in the Application.

satisfied that notice of the Application and the opportunity for a hearing on the Application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Malone Declaration, that Gibbons does not hold or represent an adverse interest in connection with these Chapter 11 Cases, and that Gibbons is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and the Court having determined that the relief sought in the Application is in the best interests of the Committee, the Debtors, their creditors, and all parties in interest; and this Court having determined that the legal and factual bases set forth in the Application and the Malone Declaration, and at the hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

It is hereby **ORDERED** that:

1. The Application is **GRANTED** as set forth herein.
2. Pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, the Committee is authorized to employ and retain Gibbons as bankruptcy counsel *nunc pro tunc* to April 13, 2025.
4. Gibbons shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules and Local Rules, and applicable orders of this Court. Gibbons intends to make all reasonable efforts to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Case Effective as of November 1, 2013*, both in connection with this Application and the interim and final fee applications to be filed by Gibbons in these Chapter 11 Cases.

5. Gibbons 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 or any agreement entered into in connection with the Committee's retention of Gibbons are implemented and shall file such notice with the Court, provided, however, that in the event that Gibbons attorneys responsible for this matter do not have sufficient advance notice of such rate increases, Gibbons shall provide notice to the Debtors, the U.S. Trustee, and the Committee as soon as practicable after the information regarding rate increases becomes available to Gibbons attorneys responsible for this matter. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increases pursuant to section 330 of the Bankruptcy Code.

6. No agreement or understanding exists between Gibbons and any other person, other than as permitted by section 504 of the Bankruptcy Code, to share compensation received for services rendered in connection with these Chapter 11 Cases. Gibbons shall not share or agree to share compensation received for services rendered in connection with these Chapter 11 Cases with any other person other than as permitted by section 504 of the Bankruptcy Code.

7. All fees and expenses incurred by Gibbons and approved by the Court shall be treated as administrative expenses under section 503(b)(2) of the Bankruptcy Code.

8. Gibbons shall not seek reimbursement of any fees or costs arising from the defense of its fee applications in these Chapter 11 Cases.

9. The Committee and Gibbons are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

10. To the extent the Application, the Malone Declaration, and the Patton Declaration are inconsistent with this Order, or any agreements between the Committee and Gibbons are inconsistent with this Order, the terms of this Order shall govern.

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

12. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.