

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.: Docket No. 239

AMENDED CERTIFICATION OF COUNSEL

The undersigned counsel to the Official Committee of Unsecured Creditors in the above captioned cases (the “Committee”) hereby certifies that:

1. On May 27, 2025, the Committee filed the *Application for an Order Authorizing the Employment and Retention of Dundon Advisers LLC as Financial Advisors for The Official Committee of Unsecured Creditors of CTN Holdings, Inc., et al. Nunc Pro Tunc to April 14, 2025* [D.I. 239] (the “Application”). A proposed form of order approving the relief requested in the Application was attached to the Application as Exhibit A (the “Proposed Order”).

2. Pursuant to the *Notice of Application* [D.I. 239-3], the deadline to respond or object to the relief requested in the Application was June 10, 2024 at 4:00 p.m. (ET) (the “Objection Deadline”).

3. As of the Objection Deadline, the Office of the United States Trustee (the “U.S. Trustee”) requested additional information from the Debtors regarding the Application. No other formal or informal responses or objections to the Application were received. The Committee

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.



2510603250612000000000003

provided the U.S. Trustee with clarifying information which resolved the U.S. Trustee's concerns. No revisions to the Proposed Order were necessary.

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

*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.*,¹

Debtors.

Chapter 11

Case No. 25-10603 (TMH)

(Jointly Administered)

Re: Docket No.: 239

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF DUNDON ADVISERS LLC AS FINANCIAL ADVISOR FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF CTN HOLDINGS, INC., ET AL., *NUNC PRO TUNC* TO APRIL 14, 2025**

Upon consideration of the *Application for Order Authorizing the Employment and Retention of Dundon Advisers LLC as Financial Advisor for the Official Committee of Unsecured Creditors of CTN Holdings, Inc., et al., Nunc Pro Tunc to April 14, 2025* (the “Application”),² pursuant to sections 328 and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), authorizing and approving the employment of Dundon Advisers LLC (“Dundon”) as financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned bankruptcy cases (the “Cases”) effective as of April 14, 2025; and the declaration of Joshua Nahas in support of the Application annexed thereto (the “Nahas Declaration”); and the Court having jurisdiction to consider the Application and 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 defined herein shall have the meanings ascribed to them in the Application.

relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that the relief requested in the Application is in the best interests of the Debtors' estates, their creditors and other parties-in-interest; and the Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Committee is authorized pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code to retain and employ Dundon as financial advisor to the Committee effective as of April 14, 2025.
3. Dundon shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Cases as set forth in the Application and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures or orders of this Court.
4. Dundon shall provide at least 10 calendar days' notice to the Committee, the Debtors, and the U.S. Trustee prior to any increases in the rates set forth in the Nahas Declaration and shall file such notice with this Court.
5. The Committee and Dundon are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
6. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.
7. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall be immediately effective and enforceable upon its entry.
8. Further terms of this Order shall be as follows:

- a. Dundon will only bill 50% of each professional's ordinary and customary hourly rate for non-working travel time and shall not seek the reimbursement of any fees or costs arising from the defense of any of Dundon's fee applications in these Cases;
- b. any and all compensation to be paid to Dundon for services rendered on the Committee's behalf shall be fixed by application to this Court in accordance with sections 330 and 331 of the Bankruptcy Code, such Federal Rules and Local Rules as may then be applicable, and any orders entered in these Cases governing the compensation and reimbursement of professionals for services rendered and charges and disbursements incurred.