

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Dynamic Aerostructures LLC, *et al.*,
Debtors.¹

Chapter 11

Case No. 25-10292 (LSS)

(Jointly Administered)

Related Docket No. 229

**CERTIFICATION OF COUNSEL REGARDING ORDER (I) AUTHORIZING
THE RETENTION OF CARROLL SERVICES LLC TO PROVIDE JAMES CARROLL
AS CHIEF RESTRUCTURING OFFICER AND ADDITIONAL PERSONNEL
EFFECTIVE AS OF MAY 1, 2025, AND (II) GRANTING RELATED RELIEF**

The undersigned counsel for the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certifies as follows:

1. On May 5, 2025, the Debtors filed the *Debtors’ Motion for Entry of an Order (I) Authorizing the Retention of Carroll Services LLC to Provide James Carroll as Chief Restructuring Officer and Additional Personnel Effective as of May 1, 2025, and (II) Granting Related Relief* [Docket No. 229] (the “**Application**”).

2. Pursuant to the notice of Application, the deadline to file objections regarding the relief requested in the Application was set for May 19, 2025, at 4:00 p.m. (Eastern Time).

3. Prior to the Objection Deadline, the Debtors received comments from the United States Trustee (the “**U.S. Trustee**”).

4. The Debtors hereby submit a revised form of order (the “**Revised Order**”), attached hereto as **Exhibit A**, which reflects changes in response to the comments received. The

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: Dynamic Aerostructures LLC (3076); Dynamic Aerostructures Intermediate LLC (9800); and Forrest Machining LLC (3421). The Debtors’ service address is 27756 Avenue Mentry, Valencia, California 91355.



Revised Order has been reviewed by counsel to the U.S. Trustee and is acceptable to the U.S. Trustee.

5. Attached as **Exhibit B** is a blackline of the Revised Order against the order filed with the Motion.

WHEREFORE, the Debtors respectfully request that the Court enter the Revised Order attached hereto as **Exhibit A** at its earliest convenience.

Dated: May 21, 2025

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Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Order

**IN THE UNITED STATES BANKRUPTCY COURT
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EFFECTIVE AS OF MAY 1, 2025, AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of Dynamic Aerostructures LLC and its affiliated debtors and debtors in possession (each, a “Debtor” and collectively, the “Debtors”) in the above-captioned chapter 11 cases for entry of an order (this “Order”), pursuant to sections 105(a) and 363 of title 11 of the United States Code, as amended (the “Bankruptcy Code”), and rule 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (i) authorizing the retention of Carroll Services LLC (“Carroll Services”) to provide James Carroll as the chief restructuring officer to the Debtors (the “CRO”) and additional personnel to support the CRO (the “Additional Personnel”) effective as of May 1, 2025 (the “Effective Date”), and (ii) granting related relief, all as more fully set forth in the Motion; and due and sufficient notice of the Motion having been provided under the circumstances, and it appearing that no other or further notice need be provided; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing*

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² Capitalized terms used, but not defined, in this Order shall have the same meanings given to them in the Motion.

Order of Reference from the United States District Court for the District of Delaware dated February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b); and this Court’s entry of a final order being consistent with Article III of the United States Constitution; and venue being proper before this Court under 28 U.S.C. §§ 1408 and 1409; and a hearing having been scheduled and, to the extent necessary, held to consider the relief requested in the Motion (the “Hearing”); and upon the record of the Hearing (if any) and all the proceedings before the Court; and the Court having found and determined the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors, and any parties in interest; and the legal and factual bases set forth in the Motion and at the Hearing (if any) having established just cause for the relief granted herein; and any objections to the relief requested herein having been resolved as set forth herein or withdrawn; and after due deliberation thereon and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Debtors are authorized, pursuant to sections 105 and 363 of the Bankruptcy Code, to retain Carroll Services to provide James Carroll as the CRO and to provide the Additional Personnel for the Debtors and their estates on the terms described in the Motion and the Engagement Agreement, subject to the terms of this Order, which apply notwithstanding anything in the Motion or any exhibits related thereto to the contrary, effective as of the Effective Date.
3. Carroll Services and its affiliates shall not act in any other capacity (for example, and without limitation, as a financial advisor, claims agent/claims administrator, or investor/acquirer) in connection with the above-captioned cases.
4. In the event the Debtors seek to have Carroll Services personnel assume executive officer positions that are different than the position(s) disclosed in the Motion, or to

materially change the terms of the engagement by either (i) modifying the functions of personnel, (ii) adding new personnel, or (iii) altering or expanding the scope of the engagement, a motion to modify the retention shall be filed.

5. The Debtors are authorized to make payments to Carroll Services, including the payment of the Compensation, as set forth in the Engagement Agreement, without further order of this Court, subject to the procedures in the paragraph below.

6. Carroll Services shall file with the Court (and serve copies to the U.S. Trustee contemporaneously with such filing) reports of compensation earned and expenses incurred on a monthly basis (each, a "Monthly Report"). Such reports will contain summary charts that describe the services provided, identify the compensation earned by the CRO, and itemize the expenses incurred. Time records for the Additional Personnel and the CRO shall (a) be appended to the reports, (b) contain detailed time entries describing the task(s) performed, and (c) be organized by project category. The time entries shall identify the time spent completing each task in hourly increments. Parties in interest shall have fourteen (14) days after the date each Monthly Report is filed to file a written objection to such Monthly Report with the Court. All compensation will be subject to review by this Court in the event an objection is filed.

7. No principal, employee or independent contractor of Carroll Services and its affiliates shall serve as a director of any of the above-captioned Debtors during the pendency of the above-captioned cases.

8. Success fees, transaction fees, or other back-end fees shall be approved by the Court at the conclusion of the cases on a reasonableness standard and are not being pre-approved by entry of this Order. No success fee, transaction fee or back-end fee shall be sought upon conversion of the cases, dismissal of the cases for cause, or appointment of a trustee.

9. The Debtors are permitted to indemnify those persons serving as executive officers on the same terms as provided to the Debtors' other officers and directors under the

corporate bylaws and applicable state law, along with insurance coverage under the Debtors' D&O policy and all other relevant active insurance policies carried by the Debtors.

10. Except as permitted in paragraph 9 above, there shall be no indemnification of Carroll Services or its affiliates.

11. For a period of three years after the conclusion of the engagement, neither Carroll Services nor any of its affiliates shall make any investments in the Debtors or the reorganized Debtors.

12. Carroll Services shall disclose any and all facts that may have a bearing on whether the firm, its affiliates, and/or any individuals working on the engagement hold or represent any interest adverse to the Debtors, their creditors, or other parties in interest. The obligation to disclose identified in this paragraph is a continuing obligation.

13. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements set forth in Bankruptcy Rule 6004(a) are satisfied by such notice.

14. Notwithstanding the applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

15. The Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

16. This Court shall retain exclusive jurisdiction over all matters arising from or related to the implementation or interpretation of this Order.

EXHIBIT B

Redline Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Dynamic Aerostructures LLC, *et al.*,
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Chapter 11

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~~Re:~~ **Related** Docket No. ~~—~~**229**

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Upon the motion (the “Motion”)⁺² of Dynamic Aerostructures LLC and its affiliated debtors and debtors in possession (each, a “Debtor” and collectively, the “Debtors”) in the above-captioned chapter 11 cases for entry of an order (this “Order”), pursuant to sections 105(a) and 363 of title 11 of the United States Code, as amended,[—] (the “Bankruptcy Code”),₂ and rule 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (i) authorizing the retention of Carroll Services LLC (“Carroll Services”) to provide James Carroll as the chief restructuring officer to the Debtors (the “CRO”) and additional personnel to support the CRO (the “Additional Personnel”) effective as of May 1, 2025 (the “Effective Date”), and (ii) granting related relief, all as more fully set forth in the Motion; and due and sufficient notice of the Motion having been provided under the circumstances, and it appearing that no other or further notice need be provided; and the Court having jurisdiction to consider the Motion and the relief

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requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b); and this Court's entry of a final order being consistent with Article III of the United States Constitution; and venue being proper before this Court under 28 U.S.C. §§ 1408 and 1409; and a hearing having been scheduled and, to the extent necessary, held to consider the relief requested in the Motion (the "Hearing"); and upon the record of the Hearing (if any) and all the proceedings before the Court; and the Court having found and determined the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors, and any parties in interest; and the legal and factual bases set forth in the Motion and at the Hearing (if any) having established just cause for the relief granted herein; and any objections to the relief requested herein having been resolved as set forth herein or withdrawn; and after due deliberation thereon and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
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5. ~~3.~~ The Debtors are authorized to make payments to Carroll Services, including the payment of the Compensation, as set forth in the Engagement Agreement, without further order of this Court, subject to the procedures in the paragraph below.

6. ~~4.~~ Carroll Services shall file with the Court (and serve copies to the U.S. Trustee contemporaneously with such filing) reports of compensation earned and expenses incurred on a monthly basis (each, a "Monthly Report"). Such reports will contain summary charts that describe the services provided, identify the compensation earned by the CRO, and itemize the expenses incurred. Time records for the Additional Personnel and the CRO shall (a) be appended to the reports, (b) contain detailed time entries describing the task(s) performed, and (c) be organized by project category. The time entries shall identify the time spent completing each task in hourly increments. Parties in interest shall have fourteen (14) days after the date each Monthly Report is filed to file a written objection to such Monthly Report with the Court. All compensation will be subject to review by this Court in the event an objection is filed.

~~5. The Debtors shall be bound by the indemnification provisions of the Engagement Agreement and will indemnify and hold harmless the CRO pursuant to the terms of the Engagement Agreement.~~

7. No principal, employee or independent contractor of Carroll Services and its affiliates shall serve as a director of any of the above-captioned Debtors during the pendency of the above-captioned cases.

8. Success fees, transaction fees, or other back-end fees shall be approved by the

Court at the conclusion of the cases on a reasonableness standard and are not being pre-approved by entry of this Order. No success fee, transaction fee or back-end fee shall be sought upon conversion of the cases, dismissal of the cases for cause, or appointment of a trustee.

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10. Except as permitted in paragraph 9 above, there shall be no indemnification of Carroll Services or its affiliates.

11. For a period of three years after the conclusion of the engagement, neither Carroll Services nor any of its affiliates shall make any investments in the Debtors or the reorganized Debtors.

12. Carroll Services shall disclose any and all facts that may have a bearing on whether the firm, its affiliates, and/or any individuals working on the engagement hold or represent any interest adverse to the Debtors, their creditors, or other parties in interest. The obligation to disclose identified in this paragraph is a continuing obligation.

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Summary report: Litera Compare for Word 11.9.1.1 Document comparison done on 5/20/2025 9:22:09 AM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: nd://4903-3282-8739/1/FMI - Order to Retain CRO (Carroll).docx	
Modified DMS: nd://4903-3282-8739/3/FMI - Order to Retain CRO (Carroll).docx	
Changes:	
<u>Add</u>	33
Delete	15
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	48