

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

Hudson 1701/1706, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 25-11853 (KBO)

(Jointly Administered)

Hearing Date: December 12, 2025, at 10:00 a.m. (ET)

Objection Deadline: December 5, 2025, at 4:00 p.m. (ET)

**MOTION OF DEBTORS FOR ENTRY OF AN ORDER  
APPROVING PROCEDURES FOR THE RETENTION AND  
COMPENSATION OF ORDINARY COURSE PROFESSIONALS**

The above-captioned debtors and debtors-in-possession (the “**Debtors**”) hereby move (this “**Motion**”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “**Proposed Order**” and, if entered, the “**Order**”), granting the relief described below. In support of the Motion, the Debtors respectfully represent as follows:

**JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has jurisdiction over this matter pursuant to 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. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

2. Pursuant to Rule 9013-1(f) of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the Debtors consent to entry of a final order by the Court in connection with the Motion to the extent it is later determined that the Court,

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Hudson 1701/1706, LLC (0281) and Hudson 1702, LLC (0190). The Debtors’ mailing address is c/o FTI Consulting, Inc. Attn: Alan Tantleff, 1166 Avenue of the Americas, 15th Floor, New York, NY 10036.



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absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

3. Venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. § 1408.

4. The legal predicates for the relief requested herein are sections 105(a), 327, 328, and 330 of title 11 of the United States Code, 11 U.S.C. § 101, *et seq.* (the “**Bankruptcy Code**”). Such relief is also appropriate in accordance with Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Local Rule 2014-1.

### **BACKGROUND**

5. On October 22, 2025 (the “**Petition Date**”), the Debtors each filed a voluntary petition for relief (the “**Chapter 11 Cases**”) under chapter 11 of the Bankruptcy Code. The Chapter 11 Cases are jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

6. The Debtors continue to be in possession of their properties, to operate their business, and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

7. To date, the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) has not appointed a creditors’ committee in the Chapter 11 Cases, nor has any trustee or examiner been appointed therein.

8. Additional factual background regarding the Debtors, including their business operations, their capital and debt structures and the events leading to the filing of these Chapter 11 Cases, is set forth in the *Amended and Restated Declaration of Alan Tantleff in Support of Debtors’*

*Chapter 11 Petitions and Day Motions* [Docket No. 60] (the “**First Day Declaration**”)<sup>2</sup>, which is fully incorporated herein by reference.

### **RELIEF REQUESTED**

9. By this Motion, pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014-1, the Debtors request entry of an order approving procedures for the retention and compensation of certain professionals that the Debtors employ in the ordinary course of business (collectively, the “**Ordinary Course Professionals**”) effective as of the Retention Date (defined below), without the submission of separate retention applications or entry of separate retention orders for each such Ordinary Course Professional.

### **THE ORDINARY COURSE PROFESSIONALS**

10. The Debtors employ a limited number of Ordinary Course Professionals to provide services in matters unrelated to the Chapter 11 Cases. A non-exclusive list of Ordinary Course Professionals that the Debtors employ as of the Petition Date is attached hereto as **Exhibit B** (the “**Ordinary Course Professionals List**”).<sup>3</sup> The Debtors seek to continue employing such Ordinary Course Professionals in the same manner and for the same purposes as the Ordinary Course Professionals were retained before the Petition Date. In the past, the Ordinary Course Professionals have rendered services primarily related to specialized legal services, real estate brokerage services, architecture and engineering services.

11. The Debtors submit that the proposed employment of the Ordinary Course Professionals and the payment of monthly compensation on the basis set forth below are in the

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

<sup>3</sup> The Debtors may require the services of additional Ordinary Course Professionals while the Chapter 11 Cases are active. If the Debtors seek to retain additional Ordinary Course Professionals during the Chapter 11 cases, then such additional professionals will comply with the practices and requirements set forth herein and the Debtors shall file a Supplemental Notice of Ordinary Course Professionals (*as defined herein*).

best interests of their estates and their stakeholders. The Ordinary Course Professionals have a great deal of background knowledge, expertise, and familiarity with the Debtors and their businesses. Thus, the Debtors believe that the continued employment of the Ordinary Course Professionals, many of whom are already familiar with the Debtors' businesses and affairs, is necessary to avoid disruption of the Debtors' businesses.

12. Furthermore, the relief requested will save the Debtors' estates the substantial expense associated with applying for separate court approval for the employment of each Ordinary Course Professional. The requested relief also will avoid the incurrence of substantial additional fees relating to the preparation and prosecution of interim and final fee applications. Likewise, the procedures outlined below will relieve the Court and the U.S. Trustee of the burden of reviewing numerous fee applications involving relatively small amounts of fees and expenses.

**THE PROPOSED PROCEDURES FOR RETENTION AND COMPENSATION OF  
ORDINARY COURSE PROFESSIONALS**

13. By this Motion, the Debtors request that the Court approve the following procedures for retention and payment of the Ordinary Course Professionals:

- (a) Within five (5) days of the later of the entry of an order granting the relief requested in this Motion or the date on which the retained Ordinary Course Professional commences services for the Debtors, each Ordinary Course Professional shall provide the Debtors' attorneys with a declaration (the "**Ordinary Course Professional Declaration**"), substantially in the form attached hereto as **Exhibit C**, certifying that the Ordinary Course Professional is disinterested. In addition, each Ordinary Course Professional shall periodically update its Ordinary Course Professional Declaration to the extent necessary to reflect new facts or circumstances relevant to their retention.
- (b) The Debtors' attorneys shall promptly file each Ordinary Course Professional Declaration with the Court and serve such documents on the following parties (collectively, the "**Reviewing Parties**"):
  - i. The Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox #35, Wilmington, Delaware 19801, Malcolm M. Bates, Esquire ([malcolm.m.bates@usdoj.gov](mailto:malcolm.m.bates@usdoj.gov)); and

- ii. Counsel to any official committee of unsecured creditors (the “**Committee**”) appointed in these cases.
- (c) The Reviewing Parties shall then have fourteen (14) days following such service (the “**Objection Deadline**”) to notify the Debtors, the other Reviewing Parties, and the applicable Ordinary Course Professional in writing of any objection to the retention stemming from the contents of the Ordinary Course Professional Declaration. The Debtors may extend the Objection Deadline as to any Reviewing Party without further order of the Court.
- (d) If no objections are received by the Debtors by the Objection Deadline in accordance with paragraph 13(c) above, retention of the Ordinary Course Professional shall be deemed approved and effective as of the later of the Petition Date or the date the Ordinary Course Professional commenced providing post-petition services to the Debtors (the “**Retention Date**”).
- (e) If an objection is asserted by a Reviewing Party in accordance with paragraph 13(c) above and such objection is not resolved within fourteen (14) days of the Objection Deadline (the “**Resolution Deadline**”), the Debtors shall schedule the matter for a hearing before the Court to be held on the next regularly scheduled hearing date that is at least fourteen (14) days from the Resolution Deadline (unless otherwise agreed to by the Debtors and the objecting Reviewing Party). No Ordinary Course Professional shall be paid any amount for invoiced fees or expense reimbursement until the Ordinary Course Professional has been retained in accordance with these procedures.
- (f) Provided that the Ordinary Course Professional’s retention has been approved in accordance with the above procedures, the Debtors are authorized, but not directed to make monthly payments to each Ordinary Course Professional, without further application to the Court and upon the submission to, and approval by, the Debtors of appropriate invoices setting forth in reasonable detail the nature of the services rendered and disbursements incurred, 100% of the post-Retention Date fees and disbursements incurred; *provided, however*, that for each Ordinary Course Professional, the total fees incurred and paid, excluding costs, expenses and disbursements, shall not exceed the monthly fee and expense cap for that Ordinary Course Professional set forth in **Exhibit B** (the “**Monthly Cap**”); *provided further, however*, that, prior to payment, the Debtors shall provide copies of the Ordinary Course Professional’s invoices to (i) the U.S. Trustee, and (ii) counsel for the Committee, who may object to payment of the Ordinary Course Professionals invoices within five (5) business days of receipt of the invoices, with any objection to be considered by the Court at the next regularly scheduled omnibus hearing if not otherwise resolved. If a timely objection is received, no payment shall be made until such objection is either resolved or withdrawn or otherwise overruled by the Court.
- (g) If an Ordinary Course Professional seeks payment of an amount that is more than the applicable Monthly Cap in a given period, such Ordinary Course Professional

will be required to serve a fee application in compliance with sections 330 and 331 of the Bankruptcy Code and any applicable provisions of the Bankruptcy Rules, the Local Rules, and any other procedures and orders of the Court (“**Fee Application**”) for the full amount of fees and disbursements sought in such month on the Reviewing Parties; *provided, however*, that the Monthly Cap may be increased for an Ordinary Course Professional for a given period by agreement among the Debtors and the Reviewing Parties; *provided further* that, if an Ordinary Course Professional does not in the ordinary course of business maintain time records in tenth-of-an-hour increments, and indicates that to be the case in its Ordinary Course Professional Declaration, the requirements of Local Rule 2016-1 may be waived to permit said Ordinary Course Professional to submit time records in other reasonable time increments and set forth a description of the services rendered and the professionals rendering such services on behalf of the Debtors. In connection with any invoices or Fee Application filed by an Ordinary Course Professional that is an attorney, that Ordinary Course Professional shall make reasonable efforts to comply with any orders addressing interim compensation.

- (h) If any Reviewing Party has an objection to the compensation or reimbursement sought in a particular Fee Application, such party shall, within fourteen (14) calendar days following the service of the relevant Fee Application (the “**Fee Application Objection Deadline**”), serve upon the Debtors, the Ordinary Course Professional whose Fee Application is objected to, and the other Reviewing Parties, a written objection setting forth the nature of the objection and the amount of fees or expenses at issue. The Debtors may extend the Fee Application Objection Deadline as to any Reviewing Party without further order of the Court.
- (i) If the Debtors do not receive an objection to a particular Fee Application on or prior to the Fee Application Objection Deadline, the Debtors shall promptly thereafter pay all fees and expenses identified in such Fee Application to which no objection has been served in accordance with paragraph 13(h) above.
- (j) If the Debtors receive an objection to a particular Fee Application served in accordance with paragraph 13(h) above on or prior to the Fee Application Objection Deadline, they shall withhold payment of that portion of the Fee Application to which the objection is directed and promptly thereafter pay the remainder of the fees and disbursements unless the Court, upon notice and a hearing, directs payment to be made.
- (k) If the parties to an objection are able to resolve their dispute, and if the applicable Ordinary Course Professional serves upon the Reviewing Parties a statement indicating that the objection is withdrawn and describing in detail the terms of the resolution, then the Debtors shall promptly thereafter pay that portion of the Fee Application no longer subject to an objection.
- (l) All objections served in accordance with these procedures and not resolved by the relevant parties shall be preserved and presented to the Court on notice.

- (m) At three-month intervals during the pendency of the Chapter 11 Cases (each, a **“Quarter”**), beginning with the three-month interval which commences on the Petition Date and ending on December 31, 2025, the Debtors shall file with the Court and serve on the Reviewing Parties, no later than thirty (30) days after the end of such Quarter, a statement (a **“Quarterly Statement”**) that shall include the following information for each Ordinary Course Professional: (i) the name of the Ordinary Course Professional; (ii) the amount paid as compensation for services rendered and reimbursement of expenses incurred by each Ordinary Course Professional during the previous quarter; and (iii) a general description of the services rendered by each Ordinary Course Professional during the previous quarter.
- (n) The Debtors reserve the right to retain additional Ordinary Course Professionals from time to time during the Chapter 11 Cases, provided that the Debtors and such Ordinary Course Professionals comply with these procedures.
- (o) If the Debtors seek to retain an Ordinary Course Professional not already listed on the Ordinary Course Professional Lists during the Chapter 11 Cases, the Debtors shall file with the Court and serve upon the Reviewing Parties a notice listing those Ordinary Course Professionals to be added to the list of Ordinary Course Professionals, which amendment shall list the names of additional Ordinary Course Professionals and a brief description of the services to be rendered (including if a law firm, the area of law and the amount of the applicable cap) (the **“Supplemental Notice of Ordinary Course Professionals”**), along with the attendant Ordinary Course Professional Declarations within thirty (30) days of such additional Ordinary Course Professional commencing work for the Debtors.
- (p) If no objection to the Supplemental Notice of Ordinary Course Professionals is filed with the Court and served upon the Debtors’ counsel as set forth above, so as to be actually received within fourteen (14) days after the service thereof, the list set forth in the Supplemental Notice of Ordinary Course Professionals will be deemed approved by the Court and without the need for a hearing or further Court order. Any Ordinary Course Professionals retained pursuant to the Supplemental Notice of Ordinary Course Professionals will be paid in accordance with the terms and conditions set forth in the paragraphs above.

#### **BASIS FOR RELIEF REQUESTED**

14. Section 327 of the Bankruptcy Code requires court approval for the employment of “professional persons,” retained to represent or perform services of the estate. 11 U.S.C. § 327. In determining whether an entity is a “professional” within the meaning of section 327 of the Bankruptcy Code and, therefore, whether the entity must be retained by express approval of the Court, courts generally consider whether such entity is involved in the debtor’s actual restructuring

effort, rather than the debtor's ongoing business. *See, e.g., In re The Dairy Dozen-Milnor, LLP*, 441 B.R. 918, 922 (Bankr. D.N.D. 2010); *In re Bartley Lindsay Co.*, 137 B.R. 305, 308 (Bankr. D. Minn. 1991); *Comm. of Asbestos-Related Litigants v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 60 B.R. 612, 619 (Bankr. S.D.N.Y. 1986) (“[T]he phrase ‘professional persons,’ as used in § 327(a), is a term of art reserved for those persons who play an intimate role in the reorganization of a debtor's estate.”); *In re SageCrest II, LLC*, Case No. 08-50754, 2010 Bankr. LEXIS 1645, at \*23 (Bankr. D. Conn. May 18, 2010), *aff'd*, 2011 U.S. Dist. LEXIS 3517 (D. Conn. Jan. 14, 2011); *In re Cyrus II P'ship*, Case No. 05-39857, 2008 WL 3003824, at \*2-3 (Bankr. S.D. Tex. July 31, 2008); *see also* 11 U.S.C. § 363(c) (permitting the debtors to “enter into transactions . . . in the ordinary course of business, without notice or a hearing.”). In making this determination, courts often consider the following factors:

- (a) whether the entity controls, manages, administers, invests, purchases or sells assets that are significant to the debtor's reorganization;
- (b) whether the entity is involved in negotiating the terms of a plan of reorganization;
- (c) whether the entity is directly related to the type of work carried out by the debtor or to the routine maintenance of the debtor's business;
- (d) whether the entity is given discretion or autonomy to exercise his or her own professional judgment in some part of the administration of the debtor's estate;
- (e) the extent of the entity's involvement in the administration of the debtor's estate; and
- (f) whether the entity's services involve some degree of special knowledge or skill, such that it can be considered a “professional” within the ordinary meaning of the term.

*See, e.g., In re First Merchs. Acceptance Corp.*, Case No. 97-1500, 1997 WL 873551, at \*3 (D. Del. Dec. 15, 1997) (listing factors); *In re Seatrain Lines, Inc.*, 13 B.R. 980, 981 (Bankr. S.D.N.Y. 1981) (“For the purposes of section 327(a), ‘professional person’ is limited to persons in those occupations which play a central role in the administration of the debtor proceeding.”); *In re*



*Fretheim*, 102 B.R. 298, 299 (Bankr. D. Conn. 1989) (finding that only those professionals involved in the actual reorganization effort, rather than debtor's ongoing business, require approval under section 327).

15. The foregoing factors must be considered in the totality when determining whether an entity is a "professional" within the meaning of section 327 of the Bankruptcy Code. *See First Merchs.*, Case No. 97-1500, 1997 WL 873551, at \*3 ("In applying these factors, the Court stresses that no one factor is dispositive and that the factors should be weighed against each other and considered *in toto*.").

16. The Debtors submit that the Ordinary Course Professionals' employment relates only indirectly to the Debtors' restructuring efforts. In light of the fact that the Ordinary Course Professionals will not be involved in administering the Chapter 11 Cases, the Debtors believe that the Ordinary Course Professionals are not "professionals" whose retention must be approved by the Court under section 327 of the Bankruptcy Code. Specifically, the Ordinary Course Professionals will provide services in connection with the Debtors' ongoing businesses, such services that are ordinarily provided by non-bankruptcy professionals. Nevertheless, out of an abundance of caution, the Debtors seek the relief requested herein to establish clear mechanisms for the retention and payment of the Ordinary Course Professionals and thereby avoid any subsequent controversy with respect thereto. Moreover, the Debtors submit that, in light of the additional cost associated with the preparation of retention applications for professionals who will receive relatively small fees, it is impractical and inefficient for the Debtors to submit individual applications and proposed retention orders for each Ordinary Course Professional. Accordingly, the Debtors request that the Court dispense with any requirement of individual employment applications and retention orders for each Ordinary Course Professional.

17. Certain of the Ordinary Course Professionals may hold unsecured claims against the Debtors for prepetition services rendered to the Debtors. However, the Debtors do not believe that any Ordinary Course Professional has an interest adverse to the Debtors or their estates with respect to the matters for which they are to be employed, and thus all of the Ordinary Course Professionals that the Debtors propose to retain meet the applicable retention requirements under section 327(e) of the Bankruptcy Code. By this Motion, the Debtors are not requesting authority to pay prepetition amounts owed to Ordinary Course Professionals.<sup>4</sup>

18. Other than the Ordinary Course Professionals, all professionals employed by the Debtors during the Chapter 11 Cases will be retained by the Debtors pursuant to separate retention applications. Such professionals shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and other orders of the Court.

19. Finally, relief similar to that requested herein has been granted in other large chapter 11 cases by courts in this jurisdiction. *See, e.g., In re Terraform Labs Pte. Ltd.*, Case No. 24-10070 (BLS) (Bankr. D. Del. Jan. 21, 2024) (D.I. 206); *In re Cano Health, Inc.*, Case No. 24-10164 (KBO) (Bankr. D. Del. Feb. 4, 2024) (D.I. 244); *In re Burgess BioPower, LLC*, Case No. 24-10235 (LSS) (Bankr. D. Del. Feb. 9, 2024) (D.I. 303); *In re Basic Fun, Inc.*, Case No. 24-11432 (CTG) (Bankr. D. Del. June 28, 2024) (D.I. 114); *In re Charter School Capital, Inc.*, Case No. 25-11016 (CTG) (Bankr. D. Del. June 8, 2025) (D.I. 79); *In re My Job Matcher, Inc.*, Case No. 25-11280 (KBO) (Bankr. D. Del. July 6, 2025) (D.I. 150).

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<sup>4</sup> To the extent that any Ordinary Course Professional holds a prepetition claim against the Debtors, such claims are not being waived as a condition to being designated as Ordinary Course Professionals by the Debtors.

**RESERVATION OF RIGHTS**

20. Nothing contained herein is intended or should be construed as, or deemed to constitute (a) an admission as to the amount, basis for, or validity of any agreement or claim against the Debtors under the Bankruptcy Code or applicable nonbankruptcy law; (b) a waiver or impairment of the Debtors' or any other party in interest's right to dispute any claim; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of the type specified or defined in this Motion; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or applicable law. If the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' rights to subsequently dispute such claim.

**NOTICE**

21. Notice of this Motion will be given to: (a) the Office of the United States Trustee for the District of Delaware; (b) the holders of the 20 largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the DIP Lender and Prepetition Lender; and (d) any party that has requested notice pursuant to Bankruptcy Rule 2002 (collectively, the "**Notice Parties**"). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

**NO PRIOR REQUEST**

22. No previous request for the relief sought herein has been made to this Court or any other court.

**WHEREFORE**, the Debtors respectfully request entry of an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested in the motion and such other relief as may be appropriate.

Dated: November 26, 2025  
Wilmington, Delaware

**CHIPMAN BROWN CICERO & COLE, LLP**

/s/ Aaron J. Bach  
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*Proposed Counsel for Debtors and  
Debtors in Possession*

# **EXHIBIT A**

## **Proposed Order**

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

In re:

Hudson 1701/1706, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 25-11853 (KBO)

(Jointly Administered)

**Related Docket No.**

**ORDER APPROVING PROCEDURES FOR THE RETENTION  
AND COMPENSATION OF ORDINARY COURSE PROFESSIONALS**

Upon the motion (the “**Motion**”)<sup>2</sup> of the Debtors for entry of an order, pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014-1, approving procedures for the retention and compensation of Ordinary Course Professionals, as more fully described in the Motion; and the Court having jurisdiction to consider the matters raised in the Motion pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having authority to hear the matters raised in the Motion pursuant to 28 U.S.C. § 157; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Motion and the requested relief being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the Motion and opportunity for a hearing on the Motion having been given to the Notice Parties, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Motion and the First Day Declaration; and the Court having held, if necessary, a hearing on

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Hudson 1701/1706, LLC (0281) and Hudson 1702, LLC (0190). The Debtors’ mailing address is c/o FTI Consulting, Inc. Attn: Alan Tantleff, 1166 Avenue of the Americas, 15th Floor, New York, NY 10036.

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

the Motion (the “**Hearing**”); and the Court having found that the legal and factual bases set forth in the Motion and at the Hearing, if any, establish just cause for the relief granted herein; and the Court having determined that the relief requested in the Motion being in the best interests of the Debtors, their creditors, their estates, and all other parties in interest; and upon all of the proceedings had before the Court; and after due deliberation thereon and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is GRANTED, as set forth herein.
2. To the extent deemed necessary or appropriate by the Debtors, the Debtors are authorized, but not directed, to employ, in their sole discretion, the Ordinary Course Professionals, set forth on **Exhibit 1** attached hereto, effective as of the Retention Date, and to compensate such Ordinary Course Professionals pursuant to the following procedures:
  - (a) Within five (5) days of the later of the entry of this Order or the date on which the retained Ordinary Course Professional commences services for the Debtors, each Ordinary Course Professional shall provide the Debtors’ attorneys with a declaration (the “**Ordinary Course Professional Declaration**”), substantially in the form attached hereto as **Exhibit 2**, certifying that the Ordinary Course Professional is disinterested. In addition, each Ordinary Course Professional shall periodically update its Ordinary Course Professional Declaration to the extent necessary to reflect new facts or circumstances relevant to their retention.
  - (b) The Debtors’ attorneys shall promptly file each Ordinary Course Professional Declaration with the Court and serve such documents on the following parties (collectively, the “**Reviewing Parties**”):
    - (i) The Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox #35, Wilmington, Delaware 19801, *Attn:* Malcolm M. Bates, Esquire ([malcolm.m.bates@usdoj.gov](mailto:malcolm.m.bates@usdoj.gov)); and
    - (ii) Counsel to any official committee of unsecured creditors (the “**Committee**”) appointed in these cases.

- (c) The Reviewing Parties shall then have fourteen (14) days following such service (the “**Objection Deadline**”) to notify the Debtors, the other Reviewing Parties, and the applicable Ordinary Course Professional in writing of any objection to the retention stemming from the contents of the Ordinary Course Professional Declaration. The Debtors may extend the Objection Deadline as to any Reviewing Party without further order of the Court.
- (d) If no objections are received by the Debtors by the Objection Deadline in accordance with paragraph 2(c) above, retention of the Ordinary Course Professional shall be deemed approved and effective as of the later of the Petition Date or the date the Ordinary Course Professional commenced providing post-petition services to the Debtors (the “**Retention Date**”).
- (e) If an objection is asserted by a Reviewing Party in accordance with paragraph 2(c) above and such objection is not resolved within fourteen (14) days of the Objection Deadline (the “**Resolution Deadline**”), the Debtors shall schedule the matter for a hearing before the Court to be held on the next regularly scheduled hearing date that is at least fourteen (14) days from the Resolution Deadline (unless otherwise agreed to by the Debtors and the objecting Reviewing Party). No Ordinary Course Professional shall be paid any amount for invoiced fees or expense reimbursement until the Ordinary Course Professional has been retained in accordance with these procedures.
- (f) Provided that the Ordinary Course Professional’s retention has been approved in accordance with the above procedures, the Debtors are authorized, but not directed to make monthly payments to each Ordinary Course Professional, without further application to the Court and upon the submission to, and approval by, the Debtors of appropriate invoices setting forth in reasonable detail the nature of the services rendered and disbursements incurred, 100% of the post-Retention Date fees and disbursements incurred in providing services to the Debtors; *provided, however,* that for each Ordinary Course Professional, the total fees incurred and paid, excluding costs, expenses and disbursements, shall not exceed the monthly fee and expense cap for that Ordinary Course Professional set forth in **Exhibit B** to the Motion (the “**Monthly Cap**”); *provided further, however,* that, prior to payment, the Debtors shall provide copies of the Ordinary Course Professional’s invoices to (i) the U.S. Trustee, and (ii) counsel for the Committee, who may object to payment of the Ordinary Course Professionals invoices within five (5) business days of receipt of the invoices, with any objection to be considered by the Court at the next regularly scheduled omnibus hearing if not otherwise resolved. If a timely objection is received, no payment shall be made until such objection is either resolved or withdrawn or otherwise overruled by the Court.



- (g) If an Ordinary Course Professional seeks payment of an amount that is more than the applicable Monthly Cap in a given period, such Ordinary Course Professional will be required to serve a fee application in compliance with sections 330 and 331 of the Bankruptcy Code and any applicable provisions of the Bankruptcy Rules, the Local Rules, and any other procedures and orders of the Court (“**Fee Application**”) for the full amount of fees and disbursements sought in such month on the Reviewing Parties; *provided, however*, that the Monthly Cap may be increased for an Ordinary Course Professional for a given period by agreement among the Debtors and the Reviewing Parties; *provided further* that, if an Ordinary Course Professional does not in the ordinary course of business maintain time records in tenth-of-an-hour increments, and indicates that to be the case in its Ordinary Course Professional Declaration, the requirements of Local Rule 2016-1 may be waived to permit said Ordinary Course Professional to submit time records in other reasonable time increments and set forth a description of the services rendered and the professionals rendering such services on behalf of the Debtors. In connection with any invoices or Fee Application filed by an Ordinary Course Professional that is an attorney, that Ordinary Course Professional shall make reasonable efforts to comply with any orders addressing interim compensation.
- (h) If any Reviewing Party has an objection to the compensation or reimbursement sought in a particular Fee Application, such party shall, within fourteen (14) calendar days following the service of the relevant Fee Application (the “**Fee Application Objection Deadline**”), serve upon the Debtors, the Ordinary Course Professional whose Fee Application is objected to, and the other Reviewing Parties, a written objection setting forth the nature of the objection and the amount of fees or expenses at issue. The Debtors may extend the Fee Application Objection Deadline as to any Reviewing Party without further order of the Court.
- (i) If the Debtors do not receive an objection to a particular Fee Application on or prior to the Fee Application Objection Deadline, the Debtors shall promptly thereafter pay all fees and expenses identified in such Fee Application to which no objection has been served in accordance with paragraph 2(h) above.
- (j) If the Debtors receive an objection to a particular Fee Application served in accordance with paragraph 2(h) above, on or prior to the Fee Application Objection Deadline, they shall withhold payment of that portion of the Fee Application to which the objection is directed and promptly thereafter pay the remainder of the fees and disbursements unless the Court, upon notice and a hearing, directs payment to be made.
- (k) If the parties to an objection are able to resolve their dispute, and if the applicable Ordinary Course Professional serves upon the Reviewing Parties

a statement indicating that the objection is withdrawn and describing in detail the terms of the resolution, then the Debtors shall promptly thereafter pay that portion of the Fee Application no longer subject to an objection.

- (l) All objections served in accordance with these procedures and not resolved by the relevant parties shall be preserved and presented to the Court on notice.
- (m) At three-month intervals during the pendency of the Chapter 11 Cases (each, a “**Quarter**”), beginning with the three-month interval which commences on the Petition Date and ending December 31, 2025, the Debtors shall file with the Court and serve on the Reviewing Parties, no later than thirty (30) days after the end of such Quarter, a statement (a “**Quarterly Statement**”) that shall include the following information for each Ordinary Course Professional: (i) the name of the Ordinary Course Professional; (ii) the aggregate amount of fees and expenses incurred for each Ordinary Course Professional during each month of the reported Quarter; (iii) the aggregate amounts of fees and expenses paid for each Ordinary Course Professional during each month of the reported Quarter; and (iv) all post-petition payments made to that Ordinary Course Professional through the reported Quarter.
- (n) The Debtors reserve the right to retain additional Ordinary Course Professionals from time to time during the Chapter 11 Cases, provided that the Debtors and such Ordinary Course Professionals comply with these procedures.
- (o) If the Debtors seek to retain an Ordinary Course Professional not already listed on the Ordinary Course Professional Lists during the Chapter 11 Cases, the Debtors shall file with the Court and serve upon the Reviewing Parties a notice listing those Ordinary Course Professionals to be added to the list of Ordinary Course Professionals, which amendment shall list the names of additional Ordinary Course Professionals and a brief description of the services to be rendered (including if a law firm, the area of law and the amount of the applicable cap) (the “**Supplemental Notice of Ordinary Course Professionals**”), along with the attendant Ordinary Course Professional Declarations within thirty (30) days of such additional Ordinary Course Professional commencing work for the Debtors.

3. If no objection to the Supplemental Notice of Ordinary Course Professionals is filed with the Court and served upon the Debtors’ counsel as set forth above, so as to be actually received within fourteen (14) days after the service thereof, the list set forth in the Supplemental Notice of Ordinary Course Professionals will be deemed approved by the Court

and without the need for a hearing or further Court order. Any Ordinary Course Professionals retained pursuant to the Supplemental Notice of Ordinary Course Professionals will be paid in accordance with the terms and conditions set forth in the paragraphs above.

4. The Debtors' right to dispute any invoices shall not be affected or prejudiced in any manner by the relief granted in this Order.

5. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of the Court.

6. This Order is without prejudice to the Debtors' right to request modification of the Monthly Caps.

7. The form of Ordinary Course Professional Declaration is approved.

8. All applicable banks and other financial institutions are hereby authorized to receive, process, honor, and pay any and all checks, drafts, wires, check transfer requests, or automated clearing house transfers evidencing amounts paid by the Debtors under this Order whether presented prior to, on, or after the Petition Date. Such banks and financial institutions are authorized to rely on the representations of the Debtors as to which checks are issued or authorized to be paid pursuant to this Order without any duty of further inquiry and without liability for following the Debtors' instructions.

9. Nothing in this Order or any action taken by the Debtors in furtherance of the implementation hereof shall be deemed to constitute an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code, and all of the Debtors' rights with respect to such matters are expressly reserved.

10. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall (a) create, nor is it intended to create any rights in favor of, or

enhance the status of any claim held by, any person or entity or (b) be deemed to convert the priority of any claim from a prepetition claim into an administrative expense claim.

11. Nothing in this Order nor the Debtors' payment of claims pursuant to this Order shall be construed as or deemed to constitute (a) an agreement or admission by the Debtors as to the validity of any claim against the Debtors on any ground, (b) a grant of third party beneficiary status or bestowal of any additional rights on any third party, (c) a waiver or impairment of any rights, claims or defenses of the Debtors' rights to dispute any claim on any grounds, (d) a promise by the Debtors to pay any claim, or (e) an implication or admission by the Debtors that such claim is payable pursuant to this Order.

12. Notwithstanding anything contained herein, to the extent the Debtors are authorized to make payments or transfers pursuant to this Order, the Debtors' and the estates' rights and potential claims with respect to any third party that may be responsible to the Debtors or the Debtors' estates for all or any portion of such payments or transfers and such third party's claims, counterclaims, and defenses in respect of the same are hereby fully preserved.

13. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.

14. Notice of the Motion has been provided in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, and no other or further notice of the Motion or the entry of this Order shall be required.

*[Remainder of Page Intentionally Blank]*

15. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

**EXHIBIT 1 TO PROPOSED ORDER**

**Ordinary Course Professional List**

**ORDINARY COURSE PROFESSIONAL LIST**

NAME	SERVICES PROVIDED	MONTHLY FEE CAP
Rivkin Radler LLP	Legal services.	\$5,000.00
Douglas Elliman, LLC	Real Estate Brokerage Consulting Services	\$10,000.00
Tang Studio Architect	Architectural services.	\$25,000.00
MG Engineering	Engineering services.	\$15,000.00

**EXHIBIT 2 TO PROPOSED ORDER**

**Ordinary Course Professional Declaration**



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

In re:

Hudson 1701/1706, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 25-11853 (KBO)

(Jointly Administered)

**DECLARATION IN SUPPORT OF EMPLOYMENT AND COMPENSATION  
OF \_\_\_\_\_ AS PROFESSIONAL  
UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

I, \_\_\_\_\_, pursuant to 28 U.S.C. § 1746, declare that the following is true to the best of my knowledge, information and belief:

1. I am a \_\_\_\_\_ of \_\_\_\_\_, located at \_\_\_\_\_ (the “**Firm**”).
2. This declaration (“**Declaration**”) is submitted in accordance with the *Order Approving Procedures for the Retention and Compensation of Ordinary Course Professionals* [Docket No. \_\_] (the “**OCP Order**”). All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the OCP Order.
3. The debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (“**Chapter 11 Cases**”) have requested that the Firm provide certain services to the Debtors, and the Firm has consented to provide such services (the “**Services**”) pursuant to that certain engagement letter(s) as same may be modified, supplemented or amended from time to time.
4. The requested Services include \_\_\_\_\_.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Hudson 1701/1706, LLC (0281) and Hudson 1702, LLC (0190). The Debtors’ mailing address is c/o FTI Consulting, Inc. Attn: Alan Tantleff, 1166 Avenue of the Americas, 15th Floor, New York, NY 10036.

5. The Firm [IS/IS NOT] a legal services firm. [If the firm is a legal services firm, please state the area of law.] The Firm [HAS/HAS NOT] provided services to the Debtors prior to the Petition Date.

6. The Firm may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to these Chapter 11 Cases for persons that are parties in interest in these Chapter 11 Cases. The Firm does not perform services for any such party in interest in connection with the Chapter 11 Cases. In addition, the Firm does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters on which the Firm is to be employed.

7. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases.

8. To the best of my knowledge, neither the Firm nor any professionals who are expected to provide the Services to the Debtors pursuant to certain engagement letter(s) holds or represents an interest adverse to the Debtors or their estates with respect to the matters upon which the Firm is proposed to be employed.

9. [For all firms other than Legal Services Firms that represented the Debtors pre-petition] The Firm is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code.

10. Except as set forth herein, neither I, nor any principal of, nor any professional employed by the Firm has agreed to share, or will share, any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

11. The Debtors [do/do not] owe the Firm for any fees or expenses for services performed prior to the date these Chapter 11 Cases were commenced. [The Debtors owe the Firm \$\_\_\_\_\_ for prepetition services.]

12. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of those inquiries, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: \_\_\_\_\_2025

\_\_\_\_\_  
[Name]

# **EXHIBIT B**

## **Ordinary Course Professional List**

**ORDINARY COURSE PROFESSIONAL LIST**

NAME	SERVICES PROVIDED	MONTHLY FEE CAP
Rivkin Radler LLP	Legal services.	\$5,000.00
Douglas Elliman, LLC	Real Estate Brokerage Consulting Services	\$10,000.00
Tang Studio Architect	Architectural services.	\$25,000.00
MG Engineering	Engineering services.	\$15,000.00

# **EXHIBIT C**

## **Ordinary Course Professional Declaration**

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

In re:

Hudson 1701/1706, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 25-11853 (KBO)

(Jointly Administered)

**DECLARATION IN SUPPORT OF EMPLOYMENT AND COMPENSATION  
OF \_\_\_\_\_ AS PROFESSIONAL  
UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

I, \_\_\_\_\_, pursuant to 28 U.S.C. § 1746, declare that the following is true to the best of my knowledge, information and belief:

1. I am a \_\_\_\_\_ of \_\_\_\_\_, located at \_\_\_\_\_ (the “**Firm**”).
2. This declaration (“**Declaration**”) is submitted in accordance with the *Order Approving Procedures for the Retention and Compensation of Ordinary Course Professionals* [Docket No. \_\_] (the “**OCP Order**”). All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the OCP Order.
3. The debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (“**Chapter 11 Cases**”) have requested that the Firm provide certain services to the Debtors, and the Firm has consented to provide such services (the “**Services**”) pursuant to that certain engagement letter(s) as same may be modified, supplemented or amended from time to time.
4. The requested Services include \_\_\_\_\_.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Hudson 1701/1706, LLC (0281) and Hudson 1702, LLC (0190). The Debtors’ mailing address is c/o FTI Consulting, Inc. Attn: Alan Tantleff, 1166 Avenue of the Americas, 15th Floor, New York, NY 10036.

5. The Firm [IS/IS NOT] a legal services firm. [If the firm is a legal services firm, please state the area of law.] The Firm [HAS/HAS NOT] provided services to the Debtors prior to the Petition Date.

6. The Firm may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to these Chapter 11 Cases for persons that are parties in interest in these Chapter 11 Cases. The Firm does not perform services for any such party in interest in connection with the Chapter 11 Cases. In addition, the Firm does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters on which the Firm is to be employed.

7. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases.

8. To the best of my knowledge, neither the Firm nor any professionals who are expected to provide the Services to the Debtors pursuant to certain engagement letter(s) holds or represents an interest adverse to the Debtors or their estates with respect to the matters upon which the Firm is proposed to be employed.

9. [For all firms other than Legal Services Firms that represented the Debtors pre-petition] The Firm is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code.

10. Except as set forth herein, neither I, nor any principal of, nor any professional employed by the Firm has agreed to share, or will share, any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.



11. The Debtors [do/do not] owe the Firm for any fees or expenses for services performed prior to the date these Chapter 11 Cases were commenced. [The Debtors owe the Firm \$\_\_\_\_\_ for prepetition services.]

12. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of those inquiries, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: \_\_\_\_\_2025

\_\_\_\_\_  
[Name]

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

In re:

Hudson 1701/1706, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 25-11853 (KBO)

(Jointly Administered)

Hearing Date: December 12, 2025, at 10:00 a.m. (ET)

Objection Deadline: December 5, 2025, at 4:00 pm. (ET)

**NOTICE OF MOTION OF DEBTORS FOR ENTRY OF AN ORDER  
APPROVING PROCEDURES FOR THE RETENTION AND  
COMPENSATION OF ORDINARY COURSE PROFESSIONALS**

PLEASE TAKE NOTICE that on November 26, 2025, the above-captioned debtors and debtors-in-possession (the “**Debtors**”) filed the *Motion of Debtors for Entry of an Order Approving Procedures for the Retention and Compensation of Ordinary Course Professionals* (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that responses, if any, to the Motion, must be filed on or before **December 5, 2025, at 4:00 p.m. (Eastern Time)** (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 (a) proposed counsel to the Debtors, Chipman Brown Cicero & Cole LLP, 1313 N. Market Street, Suite 5400, Wilmington, DE 19801 (Attn: William E. Chipman, Jr. and Mark D. Olivere; [chipman@chipmanbrown.com] and [olivere@chipmanbrown.com]); and (b) the Office of the United States Trustee for Region 3, J. Caleb Boggs Federal Building, 844 King Street, Lockbox 35, Wilmington, Delaware 19801 (Attn: Malcolm M. Bates [malcolm.m.bates@usdoj.gov]), so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that a hearing on the Motion will be held on **December 12, 2025, at 10:00 a.m. (Eastern Time)** before the Honorable Karen B. Owens in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Sixth Floor, Court Room 3, Wilmington, Delaware 19801.

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

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Hudson 1701/1706, LLC (0281) and Hudson 1702, LLC (0190). The Debtors’ mailing address is c/o FTI Consulting, Inc. Attn: Alan Tantleff, 1166 Avenue of the Americas, 15th Floor, New York, NY 10036.

Dated: November 26, 2025  
Wilmington, Delaware

**CHIPMAN BROWN CICERO & COLE, LLP**

/s/ Aaron J Bach

William E. Chipman, Jr. (No. 3818)

Mark D. Olivere (No. 4291)

Aaron J. Bach (No. 7364)

Alison R. Maser (No. 7430)

Hercules Plaza

1313 North Market Street, Suite 5400

Wilmington, Delaware 19801

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[maser@chipmanbrown.com](mailto:maser@chipmanbrown.com)

*Proposed Counsel to the Debtors*