

**MILBANK LLP**

Dennis F. Dunne (*pro hac vice*)  
Samuel A. Khalil (*pro hac vice*)  
Matthew Brod (*pro hac vice*)  
Lauren C. Doyle (*pro hac vice*)  
Benjamin M. Schak (*pro hac vice*)  
55 Hudson Yards  
New York, NY 10001  
Telephone: 1 (212) 530-5000  
DDunne@Milbank.com  
SKhalil@Milbank.com  
MBrod@Milbank.com  
LDoyle@Milbank.com  
BSchak@Milbank.com

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

**COLE SCHOTZ P.C.**

Michael D. Sirota  
Felice R. Yudkin  
Daniel J. Harris  
Court Plaza North, 25 Main Street  
Hackensack, NJ 07601  
Telephone: 1 (201) 489-3000  
MSirota@coleschotz.com  
FYudkin@coleschotz.com  
DHarris@coleschotz.com

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW JERSEY**

*In re*

**UNITED SITE SERVICES, INC. et al.<sup>1</sup>**  
Debtors.

Case No. 25-23630 (MBK)  
Chapter 11  
(Jointly Administered)  
Hearing: February 3, 2026,  
at 10:00 a.m. (ET)

**NOTICE OF DEBTORS' MOTION  
FOR ENTRY OF AN ADMINISTRATIVE FEE ORDER  
ESTABLISHING PROCEDURES FOR THE ALLOWANCE AND  
PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF  
EXPENSES OF PROFESSIONALS RETAINED BY ORDER OF THIS COURT**

<sup>1</sup> The last four digits of the tax identification number of United Site Services, Inc. are 3387. A complete list of the Debtors in these chapter 11 cases (the “**Chapter 11 Cases**”), with each one’s tax identification number, principal office address and former names and trade names, is available on the website of the Debtors’ noticing agent at [www.veritaglobal.net/USS](http://www.veritaglobal.net/USS). The location of the principal place of business of United Site Services, Inc., and the Debtors’ service address for these Chapter 11 Cases is 118 Flanders Road, Suite 1000, Westborough, MA 01581.



2523630260113000000000005

**NOTICE IS HEREBY GIVEN** as follows:

A hearing on the *Debtors' Motion for Entry of an Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of This Court* (the “**Motion**”) will be held on **February 3, 2026 at 10:00 a.m. (ET)**, or as soon thereafter as proposed counsel may be heard, before the Honorable Michael B. Kaplan, United States Bankruptcy Judge, United States Bankruptcy Court for the District of New Jersey, 402 East State Street, Trenton, NJ 08608 (the “**Court**”).

The Motion sets forth the relevant legal and factual bases upon which the relief requested should be granted. A proposed order granting the relief requested in the Motion is also attached to the Motion.

Objections to the Motion must: (a) be in writing; (b) state with particularity the basis of the objection; (c) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court for the District of New Jersey, and (d) be filed with the Court and served so as to be actually received by **January 27, 2026, at 4:00 p.m. (ET)**, by: (i) Milbank LLP, 55 Hudson Yards, New York, NY 10001 (Attn: Dennis F. Dunne, Samuel A. Khalil, Matthew Brod, Lauren C. Doyle, and Benjamin M. Schak), proposed co-counsel for the Debtors; and (ii) Cole Schotz P.C., Court Plaza North, 25 Main Street, Hackensack, NJ 07601 (Attn: Michael D. Sirota, Felice R. Yudkin, and Daniel J. Harris), proposed co-counsel for the Debtors.

Only those responses or objections that are timely filed, served, and received will be considered at the Hearing. Failure to file a timely objection may result in entry of a final order granting the relief requested in the Motion.

Unless an objection is timely filed and served, the Motion will be decided on the papers in accordance with D.N.J. LBR 9013-3(d) and the relief requested may be granted without further notice or hearing.

All documents filed in these Chapter 11 Cases may be obtained free of charge by visiting the website of Verita Global at [www.veritaglobal.net/USS](http://www.veritaglobal.net/USS). You may also obtain copies of

pleadings by visiting the Bankruptcy Court's website at <https://www.njb.uscourts.gov/> in accordance with the procedures and fees set forth on that website.

Dated: January 13, 2026

Respectfully submitted,

/s/ Michael D. Sirota

**COLE SCHOTZ P.C.**

Michael D. Sirota  
Felice R. Yudkin  
Daniel J. Harris  
Court Plaza North, 25 Main Street  
Hackensack, NJ 07601  
Telephone: 1 (201) 489-3000  
MSirota@coleschotz.com  
FYudkin@coleschotz.com  
DHarris@coleschotz.com

- and -

**MILBANK LLP**

Dennis F. Dunne (*pro hac vice*)  
Samuel A. Khalil (*pro hac vice*)  
Matthew Brod (*pro hac vice*)  
Lauren C. Doyle (*pro hac vice*)  
Benjamin M. Schak (*pro hac vice*)  
55 Hudson Yards  
New York, NY 10001  
Telephone: 1 (212) 530-5000  
DDunne@Milbank.com  
SKhalil@Milbank.com  
MBrod@Milbank.com  
LDoyle@Milbank.com  
BSchak@Milbank.com

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

**MILBANK LLP**

Dennis F. Dunne (*pro hac vice*)  
Samuel A. Khalil (*pro hac vice*)  
Matthew Brod (*pro hac vice*)  
Lauren C. Doyle (*pro hac vice*)  
Benjamin M. Schak (*pro hac vice*)  
55 Hudson Yards  
New York, NY 10001  
Telephone: 1 (212) 530-5000  
DDunne@Milbank.com  
SKhalil@Milbank.com  
MBrod@Milbank.com  
LDoyle@Milbank.com  
BSchak@Milbank.com

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

**COLE SCHOTZ P.C.**

Michael D. Sirota  
Felice R. Yudkin  
Daniel J. Harris  
Court Plaza North, 25 Main Street  
Hackensack, NJ 07601  
Telephone: 1 (201) 489-3000  
MSirota@coleschotz.com  
FYudkin@coleschotz.com  
DHarris@coleschotz.com

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW JERSEY**

*In re*

**UNITED SITE SERVICES, INC. et al.<sup>1</sup>**  
Debtors.

Case No. 25-23630 (MBK)

Chapter 11

(Jointly Administered)

**Hearing: February 3, 2026,  
at 10:00 a.m. (ET)**

**DEBTORS' MOTION FOR ENTRY OF AN ADMINISTRATIVE FEE  
ORDER ESTABLISHING PROCEDURES FOR THE ALLOWANCE AND  
PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF  
EXPENSES OF PROFESSIONALS RETAINED BY ORDER OF THIS COURT**

<sup>1</sup> The last four digits of the tax identification number of United Site Services, Inc. are 3387. A complete list of the Debtors in these chapter 11 cases (the “**Chapter 11 Cases**”), with each one’s tax identification number, principal office address and former names and trade names, is available on the website of the Debtors’ noticing agent at [www.veritaglobal.net/USS](http://www.veritaglobal.net/USS). The location of the principal place of business of United Site Services, Inc., and the Debtors’ service address for these Chapter 11 Cases is 118 Flanders Road, Suite 1000, Westborough, MA 01581.

TO THE HONORABLE MICHAEL B. KAPLAN, UNITED STATES BANKRUPTCY JUDGE:

The above-captioned debtors and debtors in possession (the “**Debtors**” or “**USS**”) respectfully state as follows in support of this motion (the “**Motion**”).

### **RELIEF REQUESTED**

1. The Debtors seek entry of an administrative fee order establishing an orderly process for allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred by professionals retained by the Debtors and any statutory committee appointed in these Chapter 11 Cases, whose retention is authorized by this Court, and who are required to file applications for the allowance of compensation and reimbursement of expenses (collectively, the “**Professionals**”). A proposed form of order (the “**Proposed Order**”) is attached as **Exhibit A** to this Motion.

2. The principal statutory bases for the relief requested in this Motion are sections 105(a), 330, and 331 of title 11 of the U.S. Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 2016-1 and 2016-3 of the Local Rules of the United States Bankruptcy Court for the District of New Jersey (the “**Local Rules**”).

### **JURISDICTION AND VENUE**

3. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. § 1334. This case has been referred to the Court pursuant to 28 U.S.C. § 157(a) by the *Standing Order of Reference to the Bankruptcy Court under Title 11* (D.N.J. amended June 6, 2025) (Bumb, C.J.). This Motion is a core proceeding under 28 U.S.C. § 157(b). The Debtors consent to the Court’s entry of a final order on this Motion if it is determined that the Court cannot otherwise enter a final order or judgment consistent with Article III of the U.S. Constitution. Venue in the Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

## BACKGROUND

### I. UNITED SITE SERVICES

4. USS is one of the United States' leading providers of portable restrooms and complementary site services. USS's primary service is portable sanitation: convenient access to regularly serviced portable restrooms and sinks across a variety of settings, including special events, construction sites, and other agricultural and industrial settings that lack sufficient permanent facilities. USS owns approximately 350,000 portable restrooms, which range from plastic single-user units to luxury mobile trailers with running water, electricity and air conditioning.

5. In addition to portable restrooms, as part of its core services, USS offers hand hygiene stations ranging from alcohol-based sanitizer stations to portable sinks with soap and water. In addition to these services, USS offers a range of complementary services, such as temporary fences, crowd control barricades, roll-off dumpsters, modular storage, and temporary power sources. USS also offers non-hazardous liquid waste removal services, pumping and hauling high volumes of liquid waste from commercial settings, such as grease traps from restaurants, underground water from construction sites, and leachate from landfills.

6. USS is headquartered in Westborough, Massachusetts and has over 3,000 employees.

7. On December 29, 2025 (the "**Petition Date**"), each Debtor commenced a case under chapter 11 of the Bankruptcy Code by filing a voluntary petition for relief. The Debtors are operating their business as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee, examiner or official committee has been appointed. These Chapter 11 Cases are prepackaged cases commenced for the purpose of implementing a comprehensive restructuring in accordance with the terms of a restructuring support agreement. The Debtors commenced solicitation of votes on the *Joint Prepackaged Plan of Reorganization of United Site Services, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Dkt. No. 16] (the "**Plan of Reorganization**") reflecting the terms of the restructuring support

agreement prior to commencing these Chapter 11 Cases, and filed that Plan of Reorganization with the Court on the Petition Date.

8. For further information about USS, its business operations, assets and capital structure, and the circumstances that led to the filing of the Chapter 11 Cases, USS refers to the *Declaration of Chris Kelly in Support of Chapter 11 Petitions and First Day Motions of United Site Services, Inc. et al.* [Dkt. No. 15] (the “**First Day Declaration**”), filed on December 29, 2025.<sup>2</sup>

## II. RETENTION OF PROFESSIONALS

9. The Debtors have filed applications for authority to retain and employ, among other Professionals: (i) Milbank LLP, as bankruptcy co-counsel, (ii) Cole Schotz P.C., as bankruptcy co-counsel, (iii) Alvarez & Marsal North America, LLC, as financial advisor, (iv) PJT Partners LP, as investment banker, (v) Kurtzman Carson Consultants, LLC dba Verita Global, as claims and noticing agent, (vi) PricewaterhouseCoopers LLP, as audit services provider, and (vii) PwC US Tax LLP, as tax services provider.<sup>3</sup> In addition, if any statutory committee is appointed in the Chapter 11 Cases, such committee may also retain counsel and/or other professionals under section 1103 of the Bankruptcy Code.

## III. PROPOSED COMPENSATION PROCEDURES

10. The Debtors submit that establishing an orderly process for allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred by the Professionals will streamline the compensation process, enable the Debtors to closely monitor the costs of administration of the Chapter 11 Cases, maintain a level cash flow, and implement efficient cash management procedures. Moreover, the Compensation Procedures (defined below) will enable the Court and parties in interest to ensure the reasonableness of the compensation and reimbursement sought by Professionals on a regular basis. Accordingly, the Debtors request that

---

<sup>2</sup> Capitalized terms used but not defined in this Motion have the meanings ascribed to them in the First Day Declaration.

<sup>3</sup> For the avoidance of doubt, the Debtors submit that any professionals they may employ in the ordinary course of business on matters unrelated to the Chapter 11 Cases should not be subject to any Proposed Order granting the relief requested in this Motion.

the following procedures be established for compensating and reimbursing the Professionals, comparable to those approved in other chapter 11 cases in this District and in accordance with the guidelines set forth in Local Rules 2016-1 and 2016-3 (the “**Compensation Procedures**”):

I. Monthly Fee Statements.

- a. Not later than the 25th day of the month following the month for which compensation is sought, each Professional seeking compensation under the Proposed Order must file and serve, by electronic transmission, hand delivery, or overnight delivery, or by any other means directed by the Court, a monthly fee and expense statement (each, a “**Monthly Fee Statement**”) on the following parties (collectively, the “**Notice Parties**”):
  1. the Debtors, c/o United Site Services, Inc, 118 Flanders Road, Suite 1000, Westborough, MA 01581 (Attn: John Hafferty, Chief Financial Officer);
  2. Milbank LLP, 55 Hudson Yards, New York, NY 10001 (Attn: Dennis F. Dunne, Samuel A. Khalil, Matthew Brod, Lauren C. Doyle, and Benjamin M. Schak), proposed co-counsel for the Debtors;
  3. Cole Schotz P.C., Court Plaza North, 25 Main Street, Hackensack, NJ 07601 (Attn: Michael D. Sirota, Felice R. Yudkin, and Daniel J. Harris), proposed co-counsel for the Debtors;
  4. the Office of the U.S. Trustee, One Newark Center, 1085 Raymond Boulevard, Suite 2100, Newark, New Jersey, 07102 (Attn: Jeffrey M. Sponder and Samantha Lieb);
  5. Akin Gump Strauss Hauer & Feld LLP, Robert S. Strauss Tower, 2001 K Street, N.W., Washington, DC 20006 (Attn: Scott L. Alberino) and 2300 N. Field Street, Suite 1800, Dallas, Texas 75201 (Attn: Zach Lanier), counsel to the Ad Hoc Group;
  6. ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, NY 10019 (Attn: Jeffrey Gleit and Matthew Bentley) and 800 Boylston Street, 32nd Floor, Boston, MA 02199 (Attn: Justin Kesselman), counsel to Wilmington Savings Fund Society, FSB;
  7. Kelley Drye & Warren LLP, 7 Giralta Farms, Suite 340 Madison, NJ 07940 (Attn: James S. Carr, Kristin S. Elliott, and Philip A. Weintraub), counsel to BOKF, NA;
  8. Greenberg Traurig, LLP, 500 Campus Drive, Florham Park, NJ 07932 (Attn: Alan J. Brody) and One International Place, Suite 2000, Boston, MA 02110 (Attn: T. Charlie Liu), co-counsel to Bank of America, N.A.;

9. Cahill Gordon & Reindel LLP, 32 Old Slip, New York, NY 10005 (Attn: Joel Moss, Jordan Winslow, and Matthew Catone), co-counsel to Bank of America, N.A;
10. Benesch, Friedlander, Coplan & Aronoff LLP, Continental Plaza II, 411 Hackensack Ave., 3rd Floor, Hackensack, NJ 07601 (Attn: Kevin M. Capuzzi) and 71 South Wacker Drive, Suite 1600, Chicago, IL 60606 (Attn: Seth J. Kleinman and Robin Evans), counsel to UMB Bank, N.A.;
11. Reed Smith LLP, 506 Carnegie Center, Suite 300, Princeton, NJ 08540 (Attn: Kurt F. Gwynne and Jason D. Angelo), counsel to Wilmington Trust, National Association;
12. counsel to any statutory committee appointed in the Chapter 11 Cases;
13. each other secured creditor or its counsel, to the extent known;
14. any party that has requested notice of all proceedings; and
15. any other party that may be designated by the Court.

- b. Unless otherwise provided in the order authorizing the particular Professional's retention, each Monthly Fee Statement, in accordance with Local Rules 2016-1 and 2016-3, shall include a monthly invoice with fee and expense detail that describes the fees and expenses incurred by the applicable Professional in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the "UST Guidelines"). Professionals may submit the first Monthly Fee Application, covering the period from the Petition Date through January 31, 2026 by February 25, 2026.
- c. Time spent travelling without actively working on the Chapter 11 Cases shall be billed at 50% of the Professional's normal hourly rate.
- d. Except as otherwise provided in the Professional's retention order, all Professionals must maintain time entries, in increments of tenths of an hour, for each individual timekeeper.
- e. All Monthly Fee Statements shall comply with the Bankruptcy Code, the Bankruptcy Rules, the UST Guidelines, and applicable law.
- f. If a Professional fails to file a Monthly Fee Statement for any month(s), such Professional may later file a consolidated Monthly Fee Statement for all months not previously filed.

II. Objections.

- a. An objection to a Monthly Fee Statement must be filed and served on the applicable Professional and the Notice Parties not later than 14 days after service of such Monthly Fee Statement (the “**Objection Deadline**”). The objection must set forth the nature of the objection and the amount of fees and expenses at issue. Grounds for objection include: (i) the Debtors’ failure to timely file monthly operating reports; and (ii) the Debtors’ failure to remain current with administrative expenses and fees under 28 U.S.C. § 1930.

III. Payments.

- a. On the expiration of the Objection Deadline, a Professional may file (and serve on the Notice Parties) the Local Form *Certification of No Objection* or *Certification of Partial Objection* and then receive 80% of the fees and 100% of the expenses not subject to an objection. A Professional may seek authorization as part of its next interim or final fee application to receive the remaining 20% of the fees not subject to an objection. If the Debtors receive an objection to a particular Monthly Fee Statement, the Debtors shall withhold payment of that portion of the Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. No payments shall be made to a Professional until the Professional’s retention has been approved by the Court.
- b. If the parties resolve an objection and if the applicable Professional files and serves on the Notice Parties a statement indicating that the objection is withdrawn and describing the terms of the resolution of the objection, the Debtors may pay that portion of the Monthly Fee Statement which is no longer subject to an objection in accordance with subdivision (III)(a).
- c. If the parties are unable to resolve an objection by the 14th day after the Objection Deadline, the Professional may either (i) file a response to the objection together with a request for payment of the fees and expenses to which the objection is directed and schedule a hearing on at least 14 days’ notice; or (ii) not seek payment of those fees and expenses until the next interim or final fee application or another date directed by the Court.

IV. Fee Applications.

- a. A Professional who has received monthly payments under the Proposed Order must, at four-month intervals (the “**Interim Fee Periods**”) or such other intervals directed by the Court, file and serve on the Notice Parties an interim application under section 331 of the Bankruptcy Code (an “**Interim Fee Application**”) for allowance of compensation and reimbursement of expenses sought in the Monthly Fee Statements issued during the applicable Interim Fee Period, unless otherwise agreed between such Professional and the U.S. Trustee. The first Interim Fee Period shall run from the Petition Date to April 30, 2026.

- b. Interim Fee Applications must be filed and served on or before the 45th day after the end of each Interim Fee Period. The first Interim Fee Application must be filed and served by June 14, 2026. The Interim Fee Application must include a summary of the Monthly Fee Statements that are the subject of the request and any other information requested by the Court or required by the Bankruptcy Code, the Bankruptcy Rules, applicable Third Circuit law, the Local Rules, and the UST Guidelines.
- c. Any objection to an Interim Fee Application must be filed and served upon the affected Professional and the Notice Parties on or before 4:00 p.m. (Eastern Time) on the 20th day following service of such Interim Fee Application.
- d. The Court, in its discretion, may approve an uncontested Interim Fee Application without the need for a hearing upon the filing and service of a Local Form *Certification of No Objection* or *Certification of Partial Objection*. Upon allowance by the Court of an Interim Fee Application, the Debtors will promptly pay the applicable Professional all requested fees (including the 20% holdback) and expenses not previously paid.
- e. An objection to a Monthly Fee Statement shall not prejudice the objecting party's right to object to any fee application on any ground, whether raised in the objection or not. The decision by any party not to object to a Monthly Fee Statement shall not be a waiver of that party's right to object to any fee application subsequently made to the Court in accordance with the Bankruptcy Code and applicable rules.
- f. The pendency of an objection or the entry of a Court order holding that any prior payment of compensation or reimbursement of expenses was improper shall not disqualify the affected Professional from the future payment of compensation or reimbursement of expenses as set forth above unless the Court orders otherwise.
- g. Any Professional who fails to file an Interim Fee Application when due shall be ineligible to receive further interim payments of fees or reimbursement of expenses until such time as the Interim Fee Application is submitted.
- h. Neither (i) the payment of or the failure to pay, in whole or in part, interim compensation and reimbursement of expenses under the Proposed Order, nor (ii) the filing of, or failure to file, an objection to any Monthly Fee Statement or any Interim Fee Application shall bind the Court or any party in interest with respect to the final allowance of compensation and reimbursement of expenses under the Compensation Procedures.
- i. Any Notice Party may request that a Professional deliver a Monthly Fee Statement or an Interim Fee Application in an electronically searchable format mutually acceptable to the parties.

## BASIS FOR RELIEF

### I. THE COURT SHOULD APPROVE THE COMPENSATION PROCEDURES.

11. Section 330(a)(1) of the Bankruptcy Code provides that “the court may award . . . a professional person employed under section 327 or 1103— (A) reasonable compensation for actual, necessary services rendered . . . and (B) reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Bankruptcy Rule 2016(a) provides that any application seeking such compensation or reimbursement shall set forth “in detail the amounts requested and the services rendered, time spent, and expenses incurred.” Fed. R. Bankr. P. 2016(a)(1)(A).

12. With regard to the Court’s review of any such application, section 330(a)(3) of the Bankruptcy Code provides as follows:

[T]he court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

13. Pursuant to section 331 of the Bankruptcy Code, all Professionals are entitled to submit applications for interim compensation and reimbursement of expenses every 120 days or

more often if the Court permits. Specifically, section 331 of the Bankruptcy Code provides, in relevant part, as follows:

A trustee, an examiner, a debtor's attorney, or any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title.

11 U.S.C. § 331.

14. In addition, section 105(a) of the Bankruptcy Code provides, in relevant part, that “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title,” thereby codifying the bankruptcy courts’ inherent equitable powers. 11 U.S.C. § 105(a). Courts often use their section 105(a) powers to approve procedures allowing for monthly compensation of professionals because, while section 331 of the Bankruptcy Code “expresses the normal rule that interim fee applications may be filed only once every 120 days, it expressly permits the Court, in appropriate circumstances, to permit fee applications to be filed more often.” *In re Mariner Post-Acute Network, Inc.*, 257 B.R. 723, 727 (Bankr. D. Del. 2000). Accordingly, “[c]ourts have generally recognized that in large cases it is appropriate to allow payment of professionals more frequently.” *Id.* (citations omitted).

15. Additionally, courts in this District have recognized that the permissive language of section 331 of the Bankruptcy Code, coupled with the court’s equitable powers under section 105(a) of the Bankruptcy Code, provide authority for the courts to establish procedures for monthly compensation and reimbursement of expenses of professionals. *See, e.g., In re Del Monte Foods Corp. II Inc.*, No. 25-16984 (MBK) (Bankr. D.N.J. Aug. 5, 2025) [Dkt. No. 303] (authorizing payment of professional fees pursuant to interim compensation procedures); *In re New Rite Aid, LLC*, No. 25-14861 (MBK) (Bankr. D.N.J. June 9, 2025) [Dkt. No. 767] (same); *In re CCA Constr., Inc.*, No. 24-22548 (CMG) (Bankr. D.N.J. Feb. 18, 2025) [Dkt. No. 178] (same); *In re Sam Ash Music Corp.*, No. 24-14727 (SLM) (Bankr. D.N.J. June 5, 2024) [Dkt. No. 198] (same);

*In re Thrasio Holdings, Inc.*, No. 24-11840 (CMG) (Bankr. D.N.J. Apr. 4, 2024) [Dkt. No. 290] (same).

16. The Debtors submit that the Compensation Procedures are appropriate. Indeed, such procedures are necessary to ensure that the Professionals are compensated fairly and timely for their services in the Chapter 11 Cases and are not forced to bear undue financial burden or risk caused by delays in payment. Absent streamlined compensation procedures, the review process of the Professionals' compensation requests could be burdensome for the Court, the Debtors, the Professionals, and other parties in interest. By contrast, the Compensation Procedures will enable the Debtors to closely monitor the costs of administration of their Chapter 11 Cases and avoid large spikes in their cash outlays. Finally, the Compensation Procedures will allow the Court and key parties in interest to ensure the reasonableness and necessity of the compensation and reimbursement sought.

**II. APPROPRIATE NOTICE OF THIS MOTION WILL BE PROVIDED.**

17. Notice of this Motion will be provided to persons listed on the Master Service List filed pursuant to section IV of the Chapter 11 Complex Case Procedures (Dec. 2, 2025). The Debtors respectfully submit that no further notice is required.

*[Remainder of page intentionally blank]*

Upon the foregoing Motion, the Debtors respectfully request that the Court (a) enter an order, substantially in the form attached to the Motion as **Exhibit A**, granting the Motion, and (b) grant such other relief as is just and proper.

Dated: January 13, 2026

Respectfully submitted,

/s/ Michael D. Sirota

**COLE SCHOTZ P.C.**

Michael D. Sirota

Felice R. Yudkin

Daniel J. Harris

Court Plaza North, 25 Main Street  
Hackensack, NJ 07601

Telephone: 1 (201) 489-3000

MSirota@coleschotz.com

FYudkin@coleschotz.com

DHarris@coleschotz.com

- and -

**MILBANK LLP**

Dennis F. Dunne (*pro hac vice*)

Samuel A. Khalil (*pro hac vice*)

Matthew Brod (*pro hac vice*)

Lauren C. Doyle (*pro hac vice*)

Benjamin M. Schak (*pro hac vice*)

55 Hudson Yards

New York, NY 10001

Telephone: 1 (212) 530-5000

DDunne@Milbank.com

SKhalil@Milbank.com

MBrod@Milbank.com

LDoyle@Milbank.com

BSchak@Milbank.com

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

**EXHIBIT A TO ADMINISTRATIVE FEE MOTION**

**PROPOSED ORDER**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

*In re*

**UNITED SITE SERVICES, INC. *et al.*<sup>1</sup>**  
Debtors.

Case No. 25-23630 (MBK)

Chapter 11

(Jointly Administered)

**Related to Dkt. No. \_\_\_\_\_**

**ADMINISTRATIVE FEE ORDER  
ESTABLISHING PROCEDURES FOR THE ALLOWANCE AND  
PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF  
EXPENSES OF PROFESSIONALS RETAINED BY ORDER OF THIS COURT**

The relief set forth on the following pages, numbered three (3) through (8), is **ORDERED**.

---

<sup>1</sup> The last four digits of the tax identification number of United Site Services, Inc. are 3387. A complete list of the Debtors in these chapter 11 cases (the “**Chapter 11 Cases**”), with each one’s tax identification number, principal office address and former names and trade names, is available on the website of the Debtors’ noticing agent at [www.veritaglobal.net/USS](http://www.veritaglobal.net/USS). The location of the principal place of business of United Site Services, Inc., and the Debtors’ service address for these Chapter 11 Cases is 118 Flanders Road, Suite 1000, Westborough, MA 01581.

**Caption in compliance with D.N.J. LBR 9004-1(b)**

**MILBANK LLP**

Dennis F. Dunne (*pro hac vice*)  
Samuel A. Khalil (*pro hac vice*)  
Matthew Brod (*pro hac vice*)  
Lauren C. Doyle (*pro hac vice*)  
Benjamin M. Schak (*pro hac vice*)  
55 Hudson Yards  
New York, NY 10001  
Telephone: 1 (212) 530-5000  
[DDunne@Milbank.com](mailto:DDunne@Milbank.com)  
[SKhalil@Milbank.com](mailto:SKhalil@Milbank.com)  
[MBrod@Milbank.com](mailto:MBrod@Milbank.com)  
[LDoyle@Milbank.com](mailto:LDoyle@Milbank.com)  
[BSchak@Milbank.com](mailto:BSchak@Milbank.com)

- and -

**COLE SCHOTZ P.C.**

Michael D. Sirota  
Felice R. Yudkin  
Daniel J. Harris  
Court Plaza North, 25 Main Street  
Hackensack, NJ 07601  
Telephone: 1 (201) 489-3000  
[MSirota@coleschotz.com](mailto:MSirota@coleschotz.com)  
[FYudkin@coleschotz.com](mailto:FYudkin@coleschotz.com)  
[DHarris@coleschotz.com](mailto:DHarris@coleschotz.com)

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

(Page 3)

Debtors: United Site Services, Inc. *et al.*

Case No.: 25-23630 (MBK)

Caption of Order: Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of This Court

---

Upon the motion (the “**Motion**”)<sup>1</sup> of the above-captioned debtors (collectively, the “**Debtors**”) for entry of an administrative fee order (this “**Order**”) establishing an orderly process for allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred by Professionals in these Chapter 11 Cases; and the Court having jurisdiction to decide the Motion and to enter this Order pursuant to 28 U.S.C. § 1334; and these Chapter 11 Cases having been referred to this Court by standing order of the U.S. District Court for the District of New Jersey; and consideration of the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b) upon which this Court may enter a final order consistent with Article III of the U.S. Constitution; and venue being proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, such that no other or further notice is required or necessary under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion and in the record establish just cause for entry of this Order; it is hereby **ORDERED** that:

1. The Motion is **GRANTED** as set forth herein.
2. Except as may otherwise be provided in Court orders authorizing the retention of specific Professionals, all Professionals retained pursuant to section 327 and, to the extent applicable, sections 328(a) and 1103 of the Bankruptcy Code, may seek monthly compensation in accordance with the following Compensation Procedures:

I. Monthly Fee Statements.

- a. Not later than the 25th day of the month following the month for which compensation is sought, each Professional seeking compensation under this Order must file and serve, by electronic transmission, hand delivery, or overnight delivery, or by any other means directed by the Court, a Monthly Fee Statement on the following Notice Parties:

---

<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

(Page 4)

Debtors: United Site Services, Inc. *et al.*  
Case No.: 25-23630 (MBK)  
Caption of Order: Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of This Court

---

1. the Debtors, c/o United Site Services, Inc, 118 Flanders Road, Suite 1000, Westborough, MA 01581 (Attn: John Hafferty, Chief Financial Officer);
2. Milbank LLP, 55 Hudson Yards, New York, NY 10001 (Attn: Dennis F. Dunne, Samuel A. Khalil, Matthew Brod, Lauren C. Doyle, and Benjamin M. Schak), proposed co-counsel for the Debtors;
3. Cole Schotz P.C., Court Plaza North, 25 Main Street, Hackensack, NJ 07601 (Attn: Michael D. Sirota, Felice R. Yudkin, and Daniel J. Harris), proposed co-counsel for the Debtors;
4. the Office of the U.S. Trustee, One Newark Center, 1085 Raymond Boulevard, Suite 2100, Newark, New Jersey, 07102 (Attn: Jeffrey M. Sponder and Samantha Lieb);
5. Akin Gump Strauss Hauer & Feld LLP, Robert S. Strauss Tower, 2001 K Street, N.W., Washington, DC 20006 (Attn: Scott L. Alberino) and 2300 N. Field Street, Suite 1800, Dallas, Texas 75201 (Attn: Zach Lanier), counsel to the Ad Hoc Group;
6. ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, NY 10019 (Attn: Jeffrey Gleit and Matthew Bentley) and 800 Boylston Street, 32nd Floor, Boston, MA 02199 (Attn: Justin Kesselman), counsel to Wilmington Savings Fund Society, FSB;
7. Kelley Drye & Warren LLP, 7 Giralda Farms, Suite 340 Madison, NJ 07940 (Attn: James S. Carr, Kristin S. Elliott, and Philip A. Weintraub), counsel to BOKF, NA;
8. Greenberg Traurig, LLP, 500 Campus Drive, Florham Park, NJ 07932 (Attn: Alan J. Brody) and One International Place, Suite 2000, Boston, MA 02110 (Attn: T. Charlie Liu), co-counsel to Bank of America, N.A.;
9. Cahill Gordon & Reindel LLP, 32 Old Slip, New York, NY 10005 (Attn: Joel Moss, Jordan Winslow, and Matthew Catone), co-counsel to Bank of America, N.A.;
10. Benesch, Friedlander, Coplan & Aronoff LLP, Continental Plaza II, 411 Hackensack Ave., 3rd Floor, Hackensack, NJ 07601 (Attn: Kevin M. Capuzzi) and 71 South Wacker Drive, Suite 1600, Chicago, IL 60606 (Attn: Seth J. Kleinman and Robin Evans), counsel to UMB Bank, N.A.;

(Page 5)

Debtors: United Site Services, Inc. *et al.*

Case No.: 25-23630 (MBK)

Caption of Order: Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of This Court

---

11. Reed Smith LLP, 506 Carnegie Center, Suite 300, Princeton, NJ 08540 (Attn: Kurt F. Gwynne and Jason D. Angelo), counsel to Wilmington Trust, National Association;
12. counsel to any statutory committee appointed in the Chapter 11 Cases;
13. each other secured creditor or its counsel, to the extent known;
14. any party that has requested notice of all proceedings; and
15. any other party that may be designated by the Court.

- b. Unless otherwise provided in the order authorizing the particular Professional's retention, each Monthly Fee Statement, in accordance with Local Rules 2016-1 and 2016-3, shall include a monthly invoice with fee and expense detail that describes the fees and expenses incurred by the applicable Professional in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the UST Guidelines. Professionals may submit the first Monthly Fee Application, covering the period from the Petition Date through January 31, 2026 by February 25, 2026.
- c. Time spent travelling without actively working on the Chapter 11 Cases shall be billed at 50% of the Professional's normal hourly rate.
- d. Except as otherwise provided in the Professional's retention order, all Professionals must maintain time entries, in increments of tenths of an hour, for each individual timekeeper.
- e. All Monthly Fee Statements shall comply with the Bankruptcy Code, the Bankruptcy Rules, the UST Guidelines, and applicable law.
- f. If a Professional fails to file a Monthly Fee Statement for any month(s), such Professional may later file a consolidated Monthly Fee Statement for all months not previously filed.

II. Objections.

- a. An objection to a Monthly Fee Statement must be filed and served on the applicable Professional and the Notice Parties not later than 14 days after service of such Monthly Fee Statement. The objection must set forth the nature of the objection and the amount of fees and expenses at issue. Grounds for objection include: (i) the Debtors' failure to timely file monthly operating reports; and (ii) the Debtors' failure to remain current with administrative expenses and fees under 28 U.S.C. § 1930.

(Page 6)

Debtors: United Site Services, Inc. *et al.*

Case No.: 25-23630 (MBK)

Caption of Order: Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of This Court

---

III. Payments.

- a. On the expiration of the Objection Deadline, a Professional may file (and serve on the Notice Parties) the Local Form *Certification of No Objection* or *Certification of Partial Objection* and then receive 80% of the fees and 100% of the expenses not subject to an objection. A Professional may seek authorization as part of its next interim or final fee application to receive the remaining 20% of the fees not subject to an objection. If the Debtors receive an objection to a particular Monthly Fee Statement, the Debtors shall withhold payment of that portion of the Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. No payments shall be made to a Professional until the Professional's retention has been approved by the Court.
- b. If the parties resolve an objection and if the applicable Professional files and serves on the Notice Parties a statement indicating that the objection is withdrawn and describing the terms of the resolution of the objection, the Debtors may pay that portion of the Monthly Fee Statement which is no longer subject to an objection in accordance with subdivision (III)(a).
- c. If the parties are unable to resolve an objection by the 14th day after the Objection Deadline, the Professional may either (i) file a response to the objection together with a request for payment of the fees and expenses to which the objection is directed and schedule a hearing on at least 14 days' notice; or (ii) not seek payment of those fees and expenses until the next interim or final fee application or another date directed by the Court.

IV. Fee Applications.

- a. A Professional who has received monthly payments under this Order must, at four-month intervals or such other intervals directed by the Court, file and serve on the Notice Parties an Interim Fee Application for allowance of compensation and reimbursement of expenses sought in the Monthly Fee Statements issued during the applicable Interim Fee Period, unless otherwise agreed between such Professional and the U.S. Trustee. The first Interim Fee Period shall run from the Petition Date to April 30, 2026.
- b. Interim Fee Applications must be filed and served on or before the 45th day after the end of each Interim Fee Period. The first Interim Fee Application must be filed and served by June 14, 2026. The Interim Fee Application must include a summary of the Monthly Fee Statements that are the subject of the request and any other information requested by the Court or required by the Bankruptcy Code, the Bankruptcy Rules, applicable Third Circuit law, the Local Rules, and the UST Guidelines.

(Page 7)

Debtors: United Site Services, Inc. *et al.*

Case No.: 25-23630 (MBK)

Caption of Order: Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of This Court

---

- c. Any objection to an Interim Fee Application must be filed and served upon the affected Professional and the Notice Parties on or before 4:00 p.m. (Eastern Time) on the 20th day following service of such Interim Fee Application.
- d. The Court, in its discretion, may approve an uncontested Interim Fee Application without the need for a hearing upon the filing and service of a Local Form *Certification of No Objection* or *Certification of Partial Objection*. Upon allowance by the Court of an Interim Fee Application, the Debtors will promptly pay the applicable Professional all requested fees (including the 20% holdback) and expenses not previously paid.
- e. An objection to a Monthly Fee Statement shall not prejudice the objecting party's right to object to any fee application on any ground, whether raised in the objection or not. The decision by any party not to object to a Monthly Fee Statement shall not be a waiver of that party's right to object to any fee application subsequently made to the Court in accordance with the Bankruptcy Code and applicable rules.
- f. The pendency of an objection or the entry of a Court order holding that any prior payment of compensation or reimbursement of expenses was improper shall not disqualify the affected Professional from the future payment of compensation or reimbursement of expenses as set forth above unless the Court orders otherwise.
- g. Any Professional who fails to file an Interim Fee Application when due shall be ineligible to receive further interim payments of fees or reimbursement of expenses until such time as the Interim Fee Application is submitted.
- h. Neither (i) the payment of or the failure to pay, in whole or in part, interim compensation and reimbursement of expenses under this Order, nor (ii) the filing of, or failure to file, an objection to any Monthly Fee Statement or any Interim Fee Application shall bind the Court or any party in interest with respect to the final allowance of compensation and reimbursement of expenses under the Compensation Procedures.
- i. Any Notice Party may request that a Professional deliver a Monthly Fee Statement or an Interim Fee Application in an electronically searchable format mutually acceptable to the parties.

3. The Debtors shall include all payments to Professionals on their monthly operating reports, stating the amount paid to each Professional.

4. All Professionals that are law firms shall make a reasonable effort to comply with the UST Guidelines in connection with the filing of any Monthly Fee Statements, Interim Fee

(Page 8)

Debtors: United Site Services, Inc. *et al.*

Case No.: 25-23630 (MBK)

Caption of Order: Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of This Court

---

Applications, and final fee applications. All Professionals that are law firms shall provide any and all Monthly Fee Statements, Interim Fee Applications, and final fee applications in “LEDES” format to the U.S. Trustee.

5. All fees and expenses paid to Professionals shall be subject to disgorgement until such time as they are allowed by this Court on a final basis.

6. Any payment made pursuant to this Order is not intended and should not be construed as an admission as to the validity or priority of any claim or a waiver of the Debtors’ rights to subsequently dispute any claim, and any such payment is not intended and should not be construed as an assumption of any executory contract or obligation of the Debtors.

7. Notice of the Motion as described therein shall be deemed good and sufficient notice of the Motion and the relief requested therein, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

8. Notwithstanding any provision of the Bankruptcy Rules or Local Rules, this Order shall be effective and enforceable immediately upon its entry.

9. The Debtors and their agents are authorized to take all steps necessary or appropriate to carry out this Order.

10. The Court retains jurisdiction over all matters arising from or related to the implementation, interpretation or enforcement of this Order.