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*Proposed Co-Counsel to the Debtors
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**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

In re

UNITED SITE SERVICES, INC. *et al.*,¹

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 ORDER (I) AUTHORIZING EMPLOYMENT AND
PAYMENT OF PROFESSIONALS UTILIZED IN THE ORDINARY
COURSE OF BUSINESS AND (II) GRANTING RELATED RELIEF**

¹ 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. 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.



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NOTICE IS HEREBY GIVEN as follows:

A hearing on the *Debtors' Motion for Entry of an Order (I) Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief* (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. 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

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

In re

UNITED SITE SERVICES, INC. *et al.*,¹
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 ORDER (I) AUTHORIZING EMPLOYMENT AND
PAYMENT OF PROFESSIONALS UTILIZED IN THE ORDINARY
COURSE OF BUSINESS AND (II) GRANTING RELATED RELIEF**

¹ 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. 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 order (i) authorizing them to (a) retain professionals that they employ in the ordinary course of business (the “**Ordinary Course Professionals**”) without submitting separate retention applications or obtaining separate retention orders for each Ordinary Course Professional, and (b) compensate the Ordinary Course Professionals without such professionals having to file fee applications; (ii) establishing certain procedures for retaining and compensating Ordinary Course Professional; and (iii) granting certain related relief. 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), 327, and 363 of title 11 of the U.S. Code (the “**Bankruptcy Code**”), Rule 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 9013-1 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, by 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 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, 2025.²

II. ORDINARY COURSE PROFESSIONALS

9. In the ordinary course of their business, USS retains the services of various attorneys and other professionals to represent it in matters unrelated to the Chapter 11 Cases. Most of the Ordinary Course Professionals are law firms that perform services related to various legal issues that arise routinely in USS’s business. In addition to legal counsel, USS also regularly engages other service providers in the ordinary course of business, including tax advisory firms, accounting firms, and consulting firms, to provide specialized services such as tax compliance and planning, financial and operational advisory support, regulatory and compliance assistance, and other routine professional services necessary to the ongoing operation of USS’s business. An initial list of the Ordinary Course Professionals is attached as **Exhibit 1** to the Proposed Order (the “**OCP List**”).³ The Debtors seek authority to continue employing each Ordinary Course Professional for the same purposes and in substantially the same manner as before the Petition Date.⁴

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

³ As discussed more fully below, the Debtors reserve the right to supplement or modify the OCP List in the future.

⁴ USS filed separate retention applications for each professional that it seeks to employ in connection with the administration of the Chapter 11 Cases or other matters not appropriate for treatment under the Proposed Order (the “**Chapter 11 Professionals**”). The Debtors will seek to compensate the Chapter 11 Professionals only in accordance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and any orders entered in the Chapter 11 Cases.

III. PROPOSED RETENTION AND PAYMENT PROCEDURES

10. USS requests that the Court dispense with the requirement for the Ordinary Course Professionals to file individual retention and fee applications and authorize the following alternative procedures for their retention and compensation (the “**OCP Procedures**”):

- a. Within seven days of entry of the Proposed Order, the Debtors will serve a copy thereof upon each Ordinary Course Professional listed on the OCP List.
- b. Within 30 calendar days of the later of (i) the entry of the Proposed Order and (ii) the date on which an Ordinary Course Professional begins providing postpetition services to the Debtors for which the Ordinary Course Professional seeks payment, the Ordinary Course Professional will provide to the Debtors and their counsel (A) a declaration, substantially in the form attached to the Proposed Order as **Exhibit 2** (each, an “**OCP Declaration**”) and (B) a completed retention questionnaire substantially in the form attached to the Proposed Order as **Exhibit 3** (the “**Retention Questionnaire**”).
- c. If the Debtors seek to retain an Ordinary Course Professional not listed on the OCP List, the Debtors will file with the Court and serve upon the OCP Notice Parties (as defined below) a supplement to the OCP List (the “**OCP List Supplement**”), with the name, address, and type of service that the additional Ordinary Course Professional will provide. Within 30 calendar days of the later of (i) the filing of the OCP List Supplement and (ii) the date on which the additional Ordinary Course Professional begins providing postpetition services to the Debtors for which the additional Ordinary Course Professional seeks payment, the additional Ordinary Course Professional will provide to the Debtors and Debtors’ counsel completed copies of the OCP Declaration and Retention Questionnaire.
- d. Upon receipt of an OCP Declaration and Retention Questionnaire, the Debtors will file the same with the Court and serve a copy on: (i) the Office of the U.S. Trustee (the “**U.S. Trustee**”), One Newark Center, 1085 Raymond Boulevard, Suite 2100, Newark, New Jersey, 07102 (Attn: Jeffrey M. Sponder and Samantha Lieb); (ii) 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; (iii) 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; (iv) 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; (v) 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.; (vi) Cahill Gordon & Reindel LLP, 32 Old Slip, New

York, NY 10005 (Attn: Joel Moss, Jordan Winshew, and Matthew Catone), co-counsel to Bank of America, N.A.; (vii) 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.; (viii) 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; (ix) counsel to any statutory committee appointed in the Chapter 11 Cases; and (x) those parties who have filed a notice of appearance and request for service of pleadings in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002 (collectively, the “**OCP Notice Parties**”).

- e. The OCP Notice Parties will have 14 days following the date of service of an OCP Declaration and Retention Questionnaire (the “**Objection Deadline**”) to object to the retention of any Ordinary Course Professional. Any such objection must be filed with the Court and served upon the Debtors, the relevant Ordinary Course Professional, and the other OCP Notice Parties. If a timely filed objection is not withdrawn or cannot be resolved within 14 days after service (or on such earlier date as determined by the Debtors in their discretion), upon request by the Debtors, such objection will be scheduled for hearing before the Court on the next regularly scheduled hearing date or such other date that may be agreeable to the Court, the relevant Ordinary Course Professional, the Debtors, and the objecting party. If no objection is received on or before the Objection Deadline, or if any filed objection is timely withdrawn or resolved, the Debtors will be authorized to retain the applicable Ordinary Course Professional without further order of the Court, as of the requested date of engagement.
- f. No Ordinary Course Professional will be paid any amount for postpetition fees or expenses until such Ordinary Course Professional has been retained in accordance with the OCP Procedures.
- g. After the Debtors retain an Ordinary Course Professional in accordance with the OCP Procedures, the Debtors may pay such Ordinary Course Professional 100% of their postpetition fees and expenses (collectively, “**Compensation**”) upon submission to, and approval by, the Debtors, of an invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred (without prejudice to the Debtors’ right to dispute any such invoices); *provided, however*, that each Ordinary Course Professional’s total compensation and reimbursement may not exceed, on average over any three-month period on a rolling basis, the monthly fee cap set forth in **Exhibit 1** to the Proposed Order or in the applicable OCP List Supplement (the “**Monthly Fee Cap**”), as applicable.
- h. The Debtors will have the authority to modify the Monthly Fee Cap applicable to any Ordinary Course Professional in the Debtors’ reasonable discretion, upon seven days’ notice to the OCP Notice Parties, subject to objection by the OCP Notice Parties.

- i. If an Ordinary Course Professional's fees and expenses exceed the applicable Monthly Fee Cap (as modified, if applicable) over a three-month rolling basis, that Ordinary Course Professional may receive Compensation pursuant to the OCP Procedures only up to the amount that is within the Monthly Fee Cap. Any excess amount must be the subject of fee statements and/or fee applications in accordance with sections 330 and 331 of the Bankruptcy Code, the applicable provisions of the Bankruptcy Rules and the Local Rules, 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*, any order granting 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* filed contemporaneously with this Motion, and any other orders entered in the Chapter 11 Cases.
- j. No later than 30 days after the end of each three-month period (each, a "**Quarter**," with the first Quarter ending on March 31, 2026), the Debtors will file with the Court and serve on the OCP Notice Parties a statement that will include the following information for each Ordinary Course Professional that was paid during the reported Quarter: (i) the name of the Ordinary Course Professional; (ii) the Compensation paid to the Ordinary Course Professional broken down by month; and (iii) the cumulative Compensation paid to the Ordinary Course Professional from the Petition Date through the end of the reported Quarter. The obligation to file such statements will terminate upon confirmation of a plan in the Chapter 11 Cases.
- k. On the date established in the Chapter 11 Cases for professionals to file final fee applications pursuant to Local Rule 2016-4, the Debtors will file a statement (the "**Final Statement**") for each Ordinary Course Professional that will include the following information: (i) the name of the Ordinary Course Professional; (ii) the aggregate amount paid to the Ordinary Course Professional during the previous ninety (90) days; (iii) the total amount paid to the Ordinary Course Professional during the pendency of the Chapter 11 Cases; and (iv) a reasonably detailed description of the services rendered by the Ordinary Course Professional during such period. The Final Statement will be served upon the OCP Notice Parties, who will have 20 days to file and serve an objection pursuant to section 330 of the Bankruptcy Code.

BASIS FOR RELIEF

I. THE DEBTORS EMPLOY THE ORDINARY COURSE PROFESSIONALS IN THE ORDINARY COURSE OF THE DEBTORS' BUSINESS.

11. As debtors in possession, the Debtors are authorized to operate their businesses pursuant to sections 1107 and 1108 of the Bankruptcy Code. The scope of a debtor in possession's authority is defined throughout the Bankruptcy Code, including the authority to "enter into

transactions” and “use property of the estate in the ordinary course of business without notice or a hearing.” 11 U.S.C. § 363(c)(1).

12. “The framework of section 363 is designed to allow a trustee (or debtor in possession) the flexibility to engage in ordinary transactions without unnecessary creditor and bankruptcy court oversight, while protecting creditors by giving them an opportunity to be heard when transactions are not ordinary.” *In re Nellson Nutraceutical, Inc.*, 369 B.R. 787, 796 (Bankr. D. Del. 2007) (quoting *In re Roth Am., Inc.*, 975 F.2d 949, 952 (3d Cir. 1992)). “Indeed, ‘the discretion [for a debtor in possession] to act with regard to *ordinary* business matters without prior court approval has been said to be “at the heart” of the powers of a . . . debtor in possession, and courts have shown a reluctance to interfere, in the making of routine, day-to-day business decisions.’” *Id.* at 796–797 (quoting 7 Collier on Bankruptcy ¶ 1108.07 (Alan N. Resnick and Henry J. Sommer eds. 15th ed. 2006)). When analyzing whether a particular transaction or action fall within the “ordinary course of business,” the Third Circuit has adopted a two-step inquiry: the “horizontal dimension” and the “vertical dimension.” *See, e.g., In re Roth Am.*, 975 F.2d at 953; *Nellson Nutraceutical*, 369 B.R. at 797; *N.J. Mobile Dental Practice, P.A. v. Cont’l Assocs Ltd.* (*In re N.J. Mobile Dental Practice, P.A.*), No. 05-17772 (DHS), 2008 Bankr. LEXIS 1184, at *14 (Bankr. D.N.J. Apr. 7, 2008).

13. Under the horizontal dimension test, courts consider “whether, from an industry-wide perspective, the transaction is of the sort commonly undertaken by companies in that industry.” *Nellson Nutraceutical*, 369 B.R. at 797 (quoting *In re Roth Am.*, 975 F.2d at 953). Under the vertical dimension test, courts examine “the transactions from the vantage point of a hypothetical creditor and the inquiry is whether the transaction subjects a creditor to economic risk of a nature different from those he accepted when he decided to extend credit.” *Id.* (quoting *In re Roth Am.*, 975 F.2d at 953). This inquiry involves analyzing “the interested parties’ reasonable expectations of what transactions the debtor in possession is likely to enter in the course of business.” *N.J. Mobile Dental*, 2008 Bankr. LEXIS 1184, at *14–15 (citations omitted). The vertical analysis focuses primarily on “a debtor’s pre-petition business practices and conduct.” *Nellson Nutraceutical*, 369 B.R. at 797.

14. Application of these two tests to the relief requested demonstrates that USS's proposed employment and compensation of the Ordinary Course Professionals constitute ordinary course transactions within the meaning of section 363(c)(1) the Bankruptcy Code. Continuing to employ and compensate the Ordinary Course Professionals in the ordinary course is consistent with the Debtors' prepetition business practices, as such professionals regularly assist USS in ordinary course matters. Further, interested parties may reasonably expect the Debtors to continue to require such outside professional assistance in connection with non-bankruptcy matters. Therefore, the vertical dimension test is satisfied. Moreover, it is standard practice for companies in USS's industry to utilize such services as those provided by the Ordinary Course Professionals in the day-to-day business operations. Thus, the horizontal test is similarly satisfied.

15. Even though the retention and compensation of the Ordinary Course Professionals is an ordinary-course action and thus authorized by section 363(c) of the Bankruptcy Code, the Debtors filed this Motion to avoid any subsequent controversy concerning the Debtors' employment of, and payment for the services of, the Ordinary Course Professionals.

II. THE ORDINARY COURSE PROFESSIONALS MAY BE RETAINED CONSISTENT WITH SECTION 327 OF THE BANKRUPTCY CODE.

16. At the threshold, the Ordinary Course Professionals are not "professional persons" whose retention must be approved under section 327(a) of the Bankruptcy Code. Section 327(a) requires a debtor to obtain court approval to retain and employ "professional persons" to assist the debtor in the conduct of its chapter 11 case. 11 U.S.C. § 327(a). To determine whether an entity is a "professional" for the purposes of section 327(a) of the Bankruptcy Code and therefore must be retained only with the express approval of the court, courts generally consider whether such person or entity is involved in the debtor's reorganization effort, rather than its ordinary course operations. *See, e.g., 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 debtors' estate."). To be considered a "professional" for the purposes of section 327(a), "it is not enough that the party be a professional by education or training," but such

professional “must also play an integral role in the administration of the bankruptcy case.” *In re Napoleon*, 233 B.R. 910, 913 (Bankr. D.N.J. 1999); *see also In re Livore*, 473 B.R. 864, 870 (Bankr. D.N.J. 2012) (holding that the employed party was not a professional person requiring retention under section 327(a) because he “did not play an integral role in the administration of the bankruptcy case”).

17. Courts often use the following factors in determining whether an entity is a “professional” within the meaning of section 327(a) of the Bankruptcy Code:

- 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 operations;
- 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 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.

In re Am. Tissue, Inc., 331 B.R. 169, 173 (Bankr. D. Del. 2005); *see also In re First Merchants Acceptance Corp.*, No. 97-1500 (JJF), 1997 WL 873551, at *2 (D. Del. Dec. 15, 1997) (defining “professionals” within the meaning of section 327 as those whose “occupations . . . play a central role in the administration of the debtor proceeding, and not those occupations which are involved in the day-to-day mechanics of the debtor’s business . . . [or those who are] given discretion or autonomy in some part of the administration of the debtor’s estate”). Courts have “stresse[d] that no one factor is dispositive and that the factors should be weighed against each other and considered in toto.” *In re First Merchants*, 1997 WL 873551, at *3.

18. On this basis, the Ordinary Course Professionals are not “professionals” within the meaning of section 327 of the Bankruptcy Code whose retention must be individually approved

by the Court. The Ordinary Course Professionals will not be involved in administering the Chapter 11 Cases, but instead will provide services in connection with USS's ordinary business operations.

19. Even if some of the Ordinary Course Professionals qualify as "professional persons," section 327(e) of the Bankruptcy Code further provides that, "with the court's approval," a debtor may employ:

for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

11 U.S.C. § 327(e). While section 327(e) is limited to attorneys, courts have applied the same legal standard to the retention of other ordinary course professionals. *See, e.g., Giuliano v. Ernst & Young, LLP (In re RIH Acquisitions NJ, LLC)*, 551 B.R. 563, 569 (Bankr. D.N.J. 2016) ("While the Defendant was not retained as an attorney, the Defendant's retention as an ordinary course professional for a specified purpose was similar to retention of special counsel under § 327(e)."). Furthermore, nothing in the Bankruptcy Code forbids a bankruptcy court from adopting streamlined procedures for the retention and payment of any professional person, whether employed under section 327(a) or section 327(e).

20. For the foregoing reasons, the OCP Procedures are consistent with section 327 of the Bankruptcy Code, whether the Ordinary Course Professionals are characterized as non-"professionals," as special-purpose professionals under section 327(e), or as other professionals whose retention and compensation are subject to streamlined retention procedures.

III. RETENTION OF THE ORDINARY COURSE PROFESSIONALS IS IN THE BEST INTERESTS OF THE DEBTORS' ESTATES.

21. It is in the best interests of the Debtors, their estates, creditors, and other parties in interest that that Debtors be permitted to retain and compensate the Ordinary Course Professionals during the Chapter 11 Cases. The retention of the Ordinary Course Professionals is necessary for USS to maintain its existing ordinary course operations. Moreover, because of their prior services

and their understanding of USS's operations, the Ordinary Course Professionals are well equipped to provide services to the Debtors in an efficient and expert manner. The requested relief will save the estates substantial expense that would otherwise be incurred to prepare, file, and prosecute separate retention and fee applications for each Ordinary Course Professional. Furthermore, the proposed procedures will relieve the Court, the U.S. Trustee, and other parties in interest of the burden of reviewing numerous retention and fee applications that would involve relatively small amounts of fees and expenses.

22. Although some of the Ordinary Course Professionals may hold relatively small unsecured claims against USS in connection with services provided before the Petition Date, USS does not believe that any Ordinary Course Professional holds an interest adverse to USS with respect to the matters on which it is to be employed. In any event, the OCP Procedures require open disclosure of each Ordinary Course Professional's interests, with a reasonable period to object to retention and compensation.

23. Courts in this District have consistently granted similar relief in other chapter 11 cases. *See, e.g., In re Del Monte Foods Corp. II*, No. 25-16984 (MBK) (Bankr. D.N.J. Aug. 5, 2025) [Dkt. No. 312] (order authorizing debtors to employ and compensate professionals utilized in the ordinary course of business); *In re New Rite Aid, LLC.*, No. 25-14861 (MBK) (Bankr. D.N.J. June 9, 2025) [Dkt. No. 770] (same); *In re CCA Constr., Inc.*, No. 24-22548 (CMG) (Bankr. D.N.J. Feb. 21, 2025) [Dkt. No. 192] (same); *In re Thrasio Holdings, Inc.*, No. 24-11840 (CMG) (Bankr. D.N.J. Apr. 4, 2024) [Dkt. No. 300] (same); *In re Invitae Corp.*, No. 24-11362 (MBK) (Bankr. D.N.J. Mar. 18, 2024) [Dkt. No. 197] (same).

IV. THE MOTION IS PROCEDURALLY APPROPRIATE.

A. Retroactive Relief Is Appropriate

24. USS requests that the employment of the Ordinary Course Professionals be approved effective as of the Petition Date⁵ to ensure uninterrupted provision of ordinary course professional services. USS submits that retroactive relief will not prejudice any party in interest and will inure to the benefit of the estates by enabling USS to continue operating in the ordinary course. Even if some Ordinary Course Professionals were subject to section 327 of the Bankruptcy Code, this Court has broad equitable authority to grant retroactive relief where appropriate under the circumstances. *See, e.g., City of Rockford v. Mallinckrodt PLC (In re Mallinckrodt PLC)*, No. 20-12522 (JTD), 2022 U.S. Dist. LEXIS 54786, at *21–22 (D. Del. Mar. 28, 2022) (“Under controlling Third Circuit law, ‘bankruptcy courts have the power to authorize retroactive employment of counsel and other professionals under their broad equity power . . . [w]here equitable concerns weigh in favor of granting retroactive approval to enable deserving professionals to recover compensation for work actually done.’” (quoting *In re Arkansas Co.*, 798 F.2d 645, 650 (3d Cir. 1986))).

25. Based on the foregoing, USS submits that the employment and compensation of the Ordinary Course Professionals in the manner described herein and set forth in the proposed Order is supported by USS’s sound business judgment and is necessary, prudent, and in the best interests of USS, its estates, and its creditors.

B. Waiver of Bankruptcy Rules 6004(a) and 6004(h)

26. USS does not believe that this Motion implicates section 363(b) of the Bankruptcy Code, which pertains only to the use of property outside the ordinary course of business. However, to the extent that the relief sought in this Motion constitutes such a use of property, USS seeks

⁵ The Debtors request that the employment of Ordinary Course Professionals to be listed on OCP List Supplements be effective up to seven days prior to the date of the filing of each applicable OCP List Supplement.

waivers of the notice requirements of Rule 6004(a) and the 14-day stay under Bankruptcy Rule 6004(h).

V. APPROPRIATE NOTICE OF THIS MOTION WILL BE PROVIDED.

27. 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

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- and -

MILBANK LLP

Dennis F. Dunne (*pro hac vice*)

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

EXHIBIT A TO ORDINARY COURSE PROFESSIONALS MOTION
PROPOSED ORDER

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

In re

UNITED SITE SERVICES, INC. *et al.*,¹
Debtors.

Case No. 25-23630 (MBK)

Chapter 11

(Jointly Administered)

Related to Dkt. No. _____

**ORDER (I) AUTHORIZING EMPLOYMENT AND
PAYMENT OF PROFESSIONALS UTILIZED IN THE ORDINARY
COURSE OF BUSINESS AND (II) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered three (3) through (7), together with Exhibits 1, 2, and 3, is **ORDERED**.

¹ 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. 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*)
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*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: Order (I) Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief

Upon the motion (the “**Motion**”)¹ of the above-captioned debtors (collectively, the “**Debtors**”) for entry of an order (this “**Order**”) (i) authorizing them to (a) retain Ordinary Course Professionals without submitting separate retention applications or obtaining separate retention orders for each Ordinary Course Professional, and (b) compensate the Ordinary Course Professionals without such professionals having to file fee applications; (ii) establishing certain procedures for retaining and compensating Ordinary Course Professional; and (iii) granting certain related relief; 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. The Debtors are authorized, but not directed, to retain, compensate, and reimburse Ordinary Course Professionals in accordance with the following OCP Procedures:
 - a. Within seven days of entry of this Order, the Debtors shall serve a copy thereof upon each Ordinary Course Professional listed on the OCP List.
 - b. Within 30 calendar days of the later of (i) the entry of this Order and (ii) the date on which an Ordinary Course Professional begins providing postpetition services to the Debtors for which the Ordinary Course Professional seeks payment, the Ordinary Course Professional shall provide to the Debtors and their counsel (A) an OCP Declaration, substantially in the form attached

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

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

Case No.: 25-23630 (MBK)

Caption of Order: Order (I) Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief

hereto as **Exhibit 2** and (B) a completed Retention Questionnaire substantially in the form attached hereto as **Exhibit 3**.

- c. If the Debtors seek to retain an Ordinary Course Professional not listed on the OCP List, the Debtors shall file with the Court and serve upon the OCP Notice Parties an OCP List Supplement, with the name, address, and type of service that the additional Ordinary Course Professional will provide. Within 30 calendar days of the later of (i) the filing of the OCP List Supplement and (ii) the date on which the additional Ordinary Course Professional begins providing postpetition services to the Debtors for which the additional Ordinary Course Professional seeks payment, the additional Ordinary Course Professional shall provide to the Debtors and Debtors' counsel completed copies of the OCP Declaration and Retention Questionnaire.
- d. Upon receipt of an OCP Declaration and Retention Questionnaire, the Debtors shall file the same with the Court and serve a copy on: (i) 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); (ii) 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; (iii) 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; (iv) 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; (v) 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.; (vi) Cahill Gordon & Reindel LLP, 32 Old Slip, New York, NY 10005 (Attn: Joel Moss, Jordan Winshe, and Matthew Catone), co-counsel to Bank of America, N.A.; (vii) 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.; (viii) 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; (ix) counsel to any statutory committee appointed in the Chapter 11 Cases; and (x) those parties who have filed a notice of appearance and request for service of pleadings in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002.
- e. The OCP Notice Parties shall have 14 days following the date of service of an OCP Declaration and Retention Questionnaire to object to the retention of any Ordinary Course Professional. Any such objection must be filed with the

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

Case No.: 25-23630 (MBK)

Caption of Order: Order (I) Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief

Court and served upon the Debtors, the relevant Ordinary Course Professional, and the other OCP Notice Parties. If a timely filed objection is not withdrawn or cannot be resolved within 14 days after service (or on such earlier date as determined by the Debtors in their discretion), upon request by the Debtors, such objection shall be scheduled for hearing before the Court on the next regularly scheduled hearing date or such other date that may be agreeable to the Court, the relevant Ordinary Course Professional, the Debtors, and the objecting party. If no objection is received on or before the Objection Deadline, or if any filed objection is timely withdrawn or resolved, the Debtors shall be authorized to retain the applicable Ordinary Course Professional without further order of the Court, as of the requested date of engagement.

- f. No Ordinary Course Professional shall be paid any amount for postpetition fees or expenses until such Ordinary Course Professional has been retained in accordance with the OCP Procedures.
- g. After the Debtors retain an Ordinary Course Professional in accordance with the OCP Procedures, the Debtors may pay such Ordinary Course Professional 100% of their postpetition fees and expenses upon submission to, and approval by, the Debtors, of an invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred (without prejudice to the Debtors' right to dispute any such invoices); *provided, however*, that each Ordinary Course Professional's total compensation and reimbursement shall not exceed, on average over any three-month period on a rolling basis, the monthly fee cap set forth in **Exhibit 1** hereto or in the applicable OCP List Supplement, as applicable.
- h. The Debtors shall have the authority to modify the Monthly Fee Cap applicable to any Ordinary Course Professional in the Debtors' reasonable discretion, upon seven days' notice to the OCP Notice Parties, subject to objection by the OCP Notice Parties.
- i. If an Ordinary Course Professional's fees and expenses exceed the applicable Monthly Fee Cap (as modified, if applicable) over a three-month rolling basis, that Ordinary Course Professional may receive Compensation pursuant to the OCP Procedures only up to the amount that is within the Monthly Fee Cap. Any excess amount must be the subject of fee statements and/or fee applications in accordance with sections 330 and 331 of the Bankruptcy Code, the applicable provisions of the Bankruptcy Rules and the Local Rules, 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*, any order granting 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

(Page 6)

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

Case No.: 25-23630 (MBK)

Caption of Order: Order (I) Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief

Order of this Court filed contemporaneously with the Motion, and any other orders entered in the Chapter 11 Cases.

- j. No later than 30 days after the end of each Quarter (with the first Quarter ending on March 31, 2026), the Debtors shall file with the Court and serve on the OCP Notice Parties a statement that must include the following information for each Ordinary Course Professional that was paid during the reported Quarter: (i) the name of the Ordinary Course Professional; (ii) the Compensation paid to the Ordinary Course Professional broken down by month; and (iii) the cumulative Compensation paid to the Ordinary Course Professional from the Petition Date through the end of the reported Quarter. The obligation to file such statements shall terminate upon confirmation of a plan in the Chapter 11 Cases.
- k. On the date established in the Chapter 11 Cases for professionals to file final fee applications pursuant to Local Rule 2016-4, the Debtors shall file a Final Statement for each Ordinary Course Professional that shall include the following information: (i) the name of the Ordinary Course Professional; (ii) the aggregate amount paid to the Ordinary Course Professional during the previous ninety (90) days; (iii) the total amount paid to the Ordinary Course Professional during the pendency of the Chapter 11 Cases; and (iv) a reasonably detailed description of the services rendered by the Ordinary Course Professional during such period. The Final Statement shall be served upon the OCP Notice Parties, who will have 20 days to file and serve an objection pursuant to section 330 of the Bankruptcy Code.

3. 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. This Order does not constitute a finding that any Ordinary Course Professional is or is not a "professional person" as that term is used in section 327 of the Bankruptcy Code.

4. This Order shall not apply to any Chapter 11 Professional retained by a separate order of this Court.

5. 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, to the extent applicable, are satisfied by such notice.

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

Case No.: 25-23630 (MBK)

Caption of Order: Order (I) Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief

6. Notwithstanding Bankruptcy Rule 6004(h) or any other provision of the Bankruptcy Rules or Local Rules, this Order shall be effective and enforceable immediately upon its entry.

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

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

EXHIBIT 1 TO ORDINARY COURSE PROFESSIONALS ORDER

INITIAL LIST OF ORDINARY COURSE PROFESSIONALS¹

Tier 1 Ordinary Course Professionals

Professional	Type of Service Provided	Monthly Fee Cap
CFG, LLC	Tax / Accounting	\$250,000
Littler Mendelson P.C.	Legal	\$250,000
McCarter & English, LLP	Legal	\$250,000
Womble Bond Dickinson (US) LLP	Legal	\$250,000

Tier 2 Ordinary Course Professionals

Professional	Type of Service Provided	Monthly Fee Cap
Day Pitney LLP	Legal	\$100,000
Hinshaw & Culbertson LLP	Legal	\$100,000
Nutter, McClennen & Fish LLP	Legal	\$100,000
Snell & Wilmer L.L.P.	Legal	\$100,000
Stoel Rives LLP	Legal	\$100,000

Tier 3 Ordinary Course Professionals

Professional	Type of Service Provided	Monthly Fee Cap
Akerman LLP	Legal	\$50,000
Borden Consulting Group, LLC	Consulting	\$50,000
Carter Law Group, LLC	Legal	\$50,000
CBIZ	Tax Advisory	\$50,000
Crossroads Law Group PLLC	Legal	\$50,000
Ernst & Young U.S. LLP	Tax / Accounting	\$50,000
Forvis Mazars, LLP	Accounting	\$50,000
Gordon, Arata, Montgomery, Barnett, McCollam, Duplantis & Eagan, LLC	Legal	\$50,000
Nelson Mullins Riley & Scarborough LLP	Legal	\$50,000
O'Hagan Meyer PLLC	Legal	\$50,000
Perkins Coie LLP	Legal	\$50,000
TRC Companies, Inc.	Consulting	\$50,000

¹ The OCP List does not include professional persons who are selected by USS insurance carriers or administrators to represent USS in claims litigation and are paid directly through the insurance administrators.

EXHIBIT 2 TO ORDINARY COURSE PROFESSIONALS ORDER
OCP DECLARATION

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

In re

UNITED SITE SERVICES, INC. *et al.*,¹
Debtors.

Case No. 25-23630 (MBK)

Chapter 11

(Jointly Administered)

**DECLARATION IN SUPPORT OF EMPLOYMENT OF
[●] AS PROFESSIONAL
UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

I, [name], pursuant to 28 U.S.C. § 1746, hereby declare that the following is true to the best of my knowledge, information, and belief.

1. I am a [Title] of [Company Name], located at [Address] (the “**Company**”).
2. United Site Services, Inc. and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) have requested that the Company provide [Type of Services] to the Debtors, and the Company has consented to provide such services.
3. The Company may have in the past performed and may in the future perform services, in matters unrelated to the Debtors’ Chapter 11 Cases, for persons that are parties in interest in these cases. As part of its customary practice, the Company is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants, employees of the Debtors, or other parties-in-interest in these cases. The Company does not perform services for any such persons in connection with these cases. In addition, the Company does not have any relationship with any such persons, their attorneys, or accountants that would be adverse to the Debtors or their estates.

¹ 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. 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.

4. Neither I, nor any principal of or professional employed by the Company 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 principals and regular employees of the Company.

5. Neither I, nor any principal of, or professional employed by the Company, insofar as I have been able to discover, holds or represents any interest adverse to the Debtors or their estates.

6. The Company believes that it is [not owed any amounts] / [owed approximately \$[•]] on account of services rendered and expenses incurred prior to the Petition Date in connection with the Company's employment by the Debtors.

7. As of the date on which the Debtors commenced these Chapter 11 Cases, the Company [was/was not] party to an agreement for indemnification with the Debtors. [A copy of that agreement is attached as **Exhibit 1** to this Declaration.]

8. At any time during the period of its employment, if the Company discovers any facts bearing on the matters described herein, the Company will supplement the information contained in this Declaration.

9. I, or a representative of the Company, have read and am familiar with the requirements of the *Order (I) Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief*.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: [•]

[Declarant]

EXHIBIT 3 TO ORDINARY COURSE PROFESSIONALS ORDER
RETENTION QUESTIONNAIRE

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

In re

UNITED SITE SERVICES, INC. *et al.*,¹
Debtors.

Case No. 25-23630 (MBK)

Chapter 11

(Jointly Administered)

RETENTION QUESTIONNAIRE

To be completed by each Ordinary Course Professional employed by the Debtors and returned to:

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*)
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DHarris@coleschotz.com

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

If more space is needed, please complete on a separate page and attach.

¹ 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. 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.

1. Name and address of firm:

2. Date of retention:

3. Type of services provided (accounting, legal, etc.):

4. Brief description of services to be provided:

5. Arrangements for compensation (hourly, contingent, etc.):

- (a) Average hourly rate (if applicable):

- (b) Estimated average monthly compensation (based on prepetition retention if the firm was employed prepetition):

6. Prepetition claims against or interests in the Debtors held by the firm (if any):

7. Prepetition claims against or interests in the Debtors held individually by any member, associate, or professional employee of the firm:

8. Nature and description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed:

9. Name and title of individual completing this Retention Questionnaire:

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: [•]

[Declarant]