Docket #0027 Date Filed: 07/23/2026

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

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

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Proposed Attorneys for Debtors

In re:	Chapter 11
POOLIN TECHNOLOGY PTE. LTD., *et al.*,[1]	Case No. 26-18325
Debtors.	(Joint Administration Requested)
	Hearing Date: August 20, 2026 at 10:00 a.m (ET) **Objection Deadline: August 13, 2026**

NOTICE OF DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) AUTHORIZING THE DEBTORS TO RETAIN AND COMPENSATE PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS AND (II) GRANTING RELATED RELIEF

PLEASE TAKE NOTICE that a hearing on the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief* (the "Motion") will be held on **August 20,**

[1] The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtors' federal tax identification number, are: Poolin Technology Pte. Ltd., a Singapore Private Limited Company; Lonestar Dream Inc. (5105); and Lonestar Taproot LLC (4118). The location of the Debtors' service address for purposes of these Chapter 11 Cases is: c/o Michael DuFrayne, CRO, 2564 US Highway 1, PMB #16884166, Lawrence, NJ 08648.

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2026 at 10:00 a.m (prevailing Eastern Time), or as soon thereafter as counsel may be heard (the "Hearing"), before the Honorable Honorable Eamonn J. O'Hagan. Your rights might be affected. You should read these papers carefully and discuss them with your attorney, if you have one in the bankruptcy case. (If you do not have an attorney, you may wish to consult one.

PLEASE TAKE FURTHER NOTICE that the Hearing on the Motion will be conducted remotely and in person. Instructions to access the remote hearing can be found on the website for the Debtors' claims and noticing agent at: https://www.veritaglobal.net/Poolin and in the Judge's procedures available at: https://www.njb.uscourts.gov/content/honorable-eamonn-ohagan.

PLEASE TAKE FURTHER NOTICE that 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 submitted herewith.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Motion shall: (i) be in writing; (ii) state with particularity the basis of the objection; and (iii) be filed with the Clerk of the United States Bankruptcy Court for the District of New Jersey (the "Court") electronically by attorneys who regularly practice before the Bankruptcy Court in accordance with the *General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents* dated March 27, 2002 (the "General Order") and the *Commentary Supplementing Administrative Procedures* dated as of March 2004 (the "Supplemental Commentary") (the General Order, the Supplemental Commentary, and the User's Manual for the Electronic Case Filing System can be found at www.njb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties-in-interest, in Portable Document Format (PDF), (iv) served on all parties-in-interest and in accordance with the Local Rules for the United States Bankruptcy Court for the District of New Jersey, the Federal Rules of Bankruptcy Procedures, the

General Order, and the Supplemental Commentary, so as to be received on or before **August 13, 2026 (prevailing Eastern Time)** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that 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 Motion as requested by the Debtors.

PLEASE TAKE FURTHER NOTICE that, unless objections are timely and properly filed and served, the Motion shall 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.

PLEASE TAKE FURTHER NOTICE that copies of all documents filed in these Chapter 11 Cases may be obtained free of charge by visiting the website of the Debtors' claims and noticing agent, Verita Global, at https://www.veritaglobal.net/Poolin. You may also obtain copies of any pleadings by visiting the Court's website at https://www.njb.uscourts.gov in accordance with the procedures and fees set forth therein.

[*Remainder of page intentionally left blank*]

Dated: July 23, 2026

ARCHER & GREINER, P.C.

/s/ Stephen M. Packman

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Proposed Counsel to the Debtors

[2] *Pro Hac Vice* admission pending.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

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Proposed Attorneys for Debtors

In re:	Chapter 11
POOLIN TECHNOLOGY PTE. LTD., *et al.*,[1]	Case No. 26-18325
Debtors.	(Joint Administration Requested)
	Hearing Date: August 20, 2026 at 10:00 a.m (ET) **Objection Deadline: August 13, 2026**

DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) AUTHORIZING THE DEBTORS TO RETAIN AND COMPENSATE PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS AND (II) GRANTING RELATED RELIEF

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Poolin Technology Pte. Ltd. ("Poolin") and its affiliated debtors and debtors-in-possession: Lonestar Dream Inc. ("LSD"); and Lonestar Taproot, LLC ("LST," and, collectively, the

[1] The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtors' federal tax identification number, are: Poolin Technology Pte. Ltd., a Singapore Private Limited Company; Lonestar Dream Inc. (5105); and Lonestar Taproot LLC (4118). The location of the Debtors' service address for purposes of these Chapter 11 Cases is: c/o Michael DuFrayne, CRO, 2564 US Highway 1, PMB #16884166, Lawrence, NJ 08648.

"Debtors"), by and through their undersigned proposed counsel, hereby respectfully move (this "Motion") for entry of an order, substantially in the form attached hereto as **Exhibit B** (the "Proposed Order"), pursuant to sections 105(a), 363(b), and 503(b) of title 11 of the United States Code (the "Bankruptcy Code"), rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rule 9013-1 of the Local Bankruptcy Rules for the District of New Jersey (the "Local Rules") (i) authorizing the Debtors to retain and compensate the OCPs (as defined below) on a post-petition basis in accordance with the procedures set forth herein (the "OCP Procedures"), without the need for each OCP to file formal applications for retention and compensation, (ii) authorizing the Debtors to pay each OCP for post-petition services rendered and expenses incurred, subject to certain limits, without the necessity of additional Court approval, and (iii) granting related relief. In support of this Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the District of New Jersey* as of September 18, 2012. The Debtors hereby consent, pursuant to Bankruptcy Rule 7008, to the entry of a final order by the Court in connection with this Motion, to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory and other bases for the relief requested in this Motion are sections 105(a), 363(b) and (c)(1), and 503(b) of the Bankruptcy Code, Bankruptcy Rules 6003 and 6004, and Local Rules 2014-1 and 9013-1.

FACTUAL AND PROCEDURAL BACKGROUND

A. General Background of the Chapter 11 Cases

4. On July 22, 2026 (the "Petition Date"), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of New Jersey (the "Court"), thereby commencing the above-captioned cases (these "Cases" or these "Chapter 11 Cases"). The Debtors continue to manage their assets as debtors in possession. As of the filing of this Motion, no official committee of unsecured creditors or statutory committee has been appointed in the Debtors' Cases, and no request has been made for the appointment of a trustee or examiner.

5. Additional factual background regarding the Debtors' current and historical business operations and the events leading to these Chapter 11 Cases is set forth in the *Declaration of Michael DuFrayne in Support of Debtors' Chapter 11 Petitions and First Day Motions* [ECF No. 2] (the "First Day Declaration") filed substantially contemporaneously herewith and incorporated by reference herein.

6. As more fully set forth in the First Day Declaration, the Debtors historically offered a variety of cryptocurrency and technology-related services. The Debtors' business activities included two core segments: (i) mining digital assets for their own account and (ii) providing cryptocurrency equipment hosting services at their two Texas facilities for large-scale mining clients. On July 10, 2026, the Debtors substantially completed the wind-down of their hosting business. Pursuant to an agreement with their customer, Elektron Energy ("Elektron"), the Debtors discontinued hosting services.

7. The Debtors are pursuing a sale of substantially all of their assets as further described in the First Day Declaration and the *Debtors' Motion Pursuant to Sections 105(a), 363, and 365 of the Bankruptcy Code, Bankruptcy Rules 2002, 6004, and 6006, and Local Rules 6004-*

1, 6004-2, and 9013-5 for entry of an order (I) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets, (II) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (III) Approving Assumption and Assignment Procedures, (IV) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof, and (V) Granting Related Relief (the "Sale Motion").

B. The Ordinary Course Professionals and Proposed OCP Procedures

8. The Debtors employ various attorneys, accountants, auditors, tax professionals, and other professionals in the ordinary course of their business (such professionals, collectively, the "OCPs"). The OCPs provide services for the Debtors in a variety of matters unrelated to these Chapter 11 Cases, including specialized legal services, accounting services, auditing and tax services, and certain consulting services. A nonexclusive list of the Debtors' current OCPs (the "OCP List") is attached hereto as **Exhibit A**.[2] The matters for which the OCPs are retained are ongoing notwithstanding the wind-down of the Debtors' hosting and mining activities.

9. The Debtors submit that the continued employment and compensation of the OCPs is in the best interests of the Debtors' estates, their creditors, and other parties in interest. The OCPs possess significant knowledge of, expertise regarding, and familiarity with the Debtors and their ongoing matters. Although the Debtors anticipate that the OCPs will wish to continue to represent the Debtors during these Chapter 11 Cases, many would not be in a position to do so absent regular payment. The Debtors undoubtedly would incur additional and unnecessary expenses in educating and retaining replacement professionals. Likewise, retaining the existing OCPs avoids the delays, risk of missed deadlines, and disruption that would inevitably accompany any transition of pending

[2] The Debtors also reserve the right to retain additional OCPs from time to time during these Chapter 11 Cases, as the need arises, by filing a list or lists of such additional professionals and complying with the notice requirements set forth in the OCP Procedures.

matters to replacement professionals. Accordingly, the Debtors' estates and their creditors are best served by avoiding any disruption in the professional services required for the maintenance of the Debtors' businesses during these Chapter 11 Cases, as well as any potential transition of the Debtors' businesses via sale or wind-down. Moreover, in light of the number of OCPs and the significant costs associated with preparing employment applications for professionals who will receive relatively modest fees, the Debtors submit that it would be impractical, inefficient, and costly for the Debtors and their legal advisors to prepare and submit individual applications and proposed retention orders for each OCP.

10. The Debtors do not believe that any of the OCPs have a pre-petition claim or hold an interest materially adverse to the Debtors, their estates, their creditors, or other parties in interest.

11. Accordingly, the Debtors request that the Court approve the following procedures for retention and payment of the OCPs (the "OCP Procedures"):

a) Within thirty (30) days of the later of (i) the date of entry of an Order granting the relief requested in this Motion or (ii) the date on which an OCP commences work for the Debtors, such OCP shall cause (A) a declaration substantially in the form annexed as **Exhibit 1** to the Proposed Order (each, a "Declaration"), and (B) a completed retention questionnaire substantially in the form attached to the Proposed Order as **Exhibit 2**, to be filed with the Court and served upon: (I) proposed counsel to the Debtors: ARCHER & GREINER, P.C. attn: Stephen M. Packman, Esq. (spackman@archerlaw.com), and Alexander J. Andrews, Esq. (aandrews@archerlaw.com); (II) the Office of the United States Trustee for Region 3, District of New Jersey and their counsel; (III) counsel to any statutory committee appointed in these Cases; and (IV) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002 (collectively, the "Notice Parties"). Each OCP may provide such Declaration and retention questionnaire to proposed counsel to the Debtors at the email addresses listed in this subparagraph for filing with the Court.

b) The Notice Parties shall have fourteen (14) days after the date of service of each OCP's Declaration and retention questionnaire (each an "Objection Deadline") to object to the retention of such OCP. The objecting party shall file any such objection and serve such objection upon the Notice Parties and

the respective OCP on or before the applicable Objection Deadline. If any such objection cannot be resolved within fourteen (14) days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled hearing date that is no less than fourteen (14) days from that date or on a date otherwise agreeable to the parties. The Debtors shall not be authorized to retain and compensate such OCP until all outstanding objections have been withdrawn, resolved, or overruled by order of the Court.

c) If no timely objection is received from any of the Notice Parties by the applicable Objection Deadline with respect to any particular OCP, or all timely objections received from the Notice Parties have been withdrawn, resolved consensually, or overruled by order of the Court, the Debtors shall be authorized to: (i) retain such OCP as of the date such OCP commenced providing services to the Debtors; and (ii) compensate such OCP as set forth below.

d) The Debtors shall be authorized to pay, without formal application to the Court by any OCP, one hundred percent (100%) of fees and disbursements to each of the OCPs retained by the Debtors, for services rendered to the Debtors, pursuant to the OCP Procedures upon submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date; provided that fees paid to OCPs, excluding costs and disbursements, may not exceed $15,000 per month on average over any three-month period on a rolling basis, per OCP, while these Chapter 11 Cases are pending (the "OCP Fee Cap"). The OCP Fee Cap for any OCP may be increased by mutual agreement between the Debtors and the U.S. Trustee, provided that the Debtors shall file a notice with the Court and submit such notice to the Notice Parties of any such agreed increase. Notwithstanding the foregoing, the aggregate fees to be paid to OCPs pursuant to these OCP Procedures shall not exceed $1,000,000 (the "Aggregate Case Cap"), which may be increased by agreement of the Debtors and U.S. Trustee or by order of the Court.

e) To the extent that fees payable to any OCP exceed the OCP Fee Cap, the applicable OCP may file a fee application (a "Fee Application") with the Court for the amount in excess of the OCP Fee Cap in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the guidelines and additional disclosures set forth in 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 Effective as of November 1, 2013*, and any applicable orders of the Court, unless the U.S. Trustee agrees otherwise. Each OCP that is a law firm and exceeds the OCP Fee Cap shall agree to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures, as set forth in the U.S. Trustee Fee Guidelines. For the avoidance of doubt, notwithstanding that an OCP may

file a Fee Application for allowance and payment of fees in excess of the applicable OCP Fee Cap, such OCP shall not be required to file a separate retention application to be retained as a professional person pursuant to section 327 of the Bankruptcy Code.

f) The Debtors reserve the right to retain additional OCPs from time to time during these Chapter 11 Cases by: (i) including such OCPs on an amended version of the OCP List that is filed with the Court and served on the Notice Parties; and (ii) requiring that such OCPs comply with the OCP Procedures.

g) Within thirty (30) days after the end of, and with respect to, each full three-month period after entry of the Order (including any initial partial month in the first period), the Debtors shall file with this Court, and serve upon the Notice Parties a statement with respect to each OCP paid during the immediately preceding quarterly period (the "Quarterly Statement"). Each Quarterly Statement shall include: (i) the name of the OCP; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that OCP during the reported quarter; and (iii) a general description of the services rendered by that OCP.

h) On the date that is established in these Chapter 11 Cases for Chapter 11 professionals to file final fee applications and pursuant to D.N.J. LBR 2016-4, the Debtors will file a statement (the "Final Statement") for the OCPs. The Final Statement shall include the following information for each OCP: (i) the name of the OCP; (ii) the aggregate amount paid to the OCP during the period since the last Quarterly Statement (or since the Petition Date, if no Quarterly Statement has been filed); (iii) the total amount paid post-petition to each OCP; and (iv) a reasonably detailed description of the services rendered by the OCP during these Chapter 11 Cases. The Final Statement shall be served upon the Notice Parties, who shall have twenty (20) calendar days to file an objection with the Court pursuant to section 330 of the Bankruptcy Code (an "OCP Fee Objection").

12. In the ordinary course of business, as a routine matter, the Debtors review all bills and invoices received from the OCPs to assess the reasonableness of the fees charged and the necessity of the expenses incurred. This type of review will continue post-petition and, coupled with the proposed OCP Fee Cap and Aggregate Case Cap, will protect the Debtors' estates against excessive and improper billing.

RELIEF REQUESTED

13. The Debtors seek entry of the Proposed Order: (a) authorizing, but not directing, the Debtors (i) to retain the OCPs in accordance with the OCP Procedures without the necessity of a separate, formal retention application approved by this Court for each OCP, and (ii) to pay each OCP for post-petition services rendered and expenses incurred, including, if necessary, advancing any reasonable post-petition retainer to the applicable OCP, in all respects subject to the OCP Procedures, without the necessity of additional Court approval; (b) approving the OCP Procedures; and (c) granting related relief.

BASIS FOR RELIEF REQUESTED

A. The Employment and Compensation of Ordinary Course Professionals Is Authorized as an Ordinary Course Transaction

14. The Debtors seek the relief requested in this Motion to avoid any later controversy about employing and paying the OCPs during the pendency of these Chapter 11 Cases. The Debtors believe that their decision to employ the OCPs is appropriate under section 363(c)(1) of the Bankruptcy Code because the employment and compensation of the OCPs are matters that relate to the ordinary course of the Debtors' business. Section 363(c)(1) of the Bankruptcy Code authorizes debtors in possession to "enter into transactions, including the sale or lease of property of the estate, in the ordinary course of business, without notice or a hearing, and may use property of the estate in the ordinary course of business without notice or a hearing." As courts have observed, "requiring bankruptcy-court approval for every business transaction during the course of the bankruptcy case would clog the bankruptcy courts with unnecessary proceedings and impede the debtor's ability to conduct normal business operations." *Dye v. Clark (In re Buyers Club Markets, Inc.)*, 5 F.3d 455, 457–58 (10th Cir. 1993); *see In re Roth American, Inc.*, 975 F.2d 949, 952 (3d Cir. 1992) ("The purpose of [section 363(c)] is to allow a debtor in possession... to enter

into transactions involving property of the estate in the ordinary course of business without the approval of every transaction by the court."). "Neither the Bankruptcy Code nor its legislative history provides a framework for analyzing whether particular transactions are in the ordinary course of a debtor's business for the purpose of section 363." *Roth American*, 975 F.2d at 952.

15. To determine whether a transaction falls "in the ordinary course of business," courts apply a two-part test considering (i) the "vertical" dimension—creditors' reasonable expectations based on prepetition business practices, and (ii) the "horizontal" dimension—whether the transaction is of the kind commonly undertaken by similar businesses. *See Roth American*, 975 F.2d at 952–53.

16. Under the vertical dimension test, courts "analyze 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." *In re Roth American, Inc.*, 975 F.2d at 953 (citations omitted). A debtor's "pre-petition business practices and conduct" are the primary focus of the vertical analysis. *Id.* Under the horizontal dimension test, courts analyze "whether, from an industry-wide perspective, the transaction is of the sort commonly undertaken by companies in that industry." *Id.*

17. Application of the vertical and horizontal tests to the Debtors' employment and compensation of the OCPs demonstrates that the Debtors' actions should be considered ordinary course transactions pursuant to section 363(c)(1) of the Bankruptcy Code. With regard to the vertical dimension test, the Debtors' employment and compensation of the OCPs is consistent with the Debtors' prepetition business practices. The Debtors utilized the services of each of the OCPs in connection with the day-to-day operation of the Debtors' businesses. Further, the Debtors' creditors should reasonably assume that the operation of the Debtors' businesses required the

assistance of various non-bankruptcy professionals in connection with legal, tax, accounting, regulatory, and other matters that arise in the ordinary course of the Debtors' businesses. This does not change in light of the Debtors' wind-down process.

18. With regard to the horizontal dimension test, it is standard practice for companies in the cryptocurrency industry to utilize the services provided by the OCPs in connection with day-to-day operations. Therefore, employment and compensation of the OCPs easily satisfies both tests. The relief sought in this Motion is critical to ensure that the Debtors continue to utilize the services of their non-restructuring professionals throughout the wind-down process thereby preserving the value of their businesses. Without the requested relief, the Debtors would suffer immediate and irreparable harm because they would be unable to efficiently administer their estates, thereby risking the proposed sale and resulting in diminution in the value of the Debtors' estates.

B. Ordinary Course Professionals Are Not "Professional Persons" Requiring Retention Under Section 327(a) of the Bankruptcy Code

19. Section 327(a) of the Bankruptcy Code does not apply to persons whose employment is not integral or central to the administration of the bankruptcy case. *See U.S. ex rel. Kraft v. Aetna Cas. & Sur. Co.*, 43 B.R. 119, 121 (M.D. Tenn. 1984) ("[N]ot all individuals normally considered as professionals are deemed professionals for purposes of section 327."); *In re Napoleon*, 233 B.R. 910, 913 (Bankr. D.N.J. 1999) (explaining that "it is not enough that the party be a professional by education or training" but that "he or she must also play an integral role in the administration of the bankruptcy case" to be considered a "professional person" under section 327(a)).

20. As the court articulated in *Napoleon*, "[T]he mere fact that a person has specialized knowledge or professional status is not sufficient to make that person a professional for purposes

of section 327(a). The person 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 Zais Inv. Grade Ltd. VII*, No. 11-20243 (RTL), 2011 WL 4543215, at *2 (Bankr. D.N.J. Sept. 26, 2011) (professionals whose services are not "central to the administration of the bankruptcy case" do not require section 327(a) retention). Section 327(a) of the Bankruptcy Code only requires the court's approval of a professional "to represent or assist the trustee in carrying out the trustee's duties under this title." Therefore, courts have required that the professional person's employment must specifically relate to the administration of the bankruptcy case, as opposed to the ordinary course operation of the debtor's business. *See, e.g., In re Napoleon*, 233 B.R. at 913.

21. Furthermore, the professional person's employment must be "central" to the administration of the estate, and section 327(a) of the Bankruptcy Code should only apply if the professional will play an intimate role in the reorganization of the debtor's estate. *In re Napoleon*, 233 B.R. at 913; *see also, e.g., 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"); *In re Zais Inv. Grade Ltd. VII*, 2011 WL 4543215, at *2 ("This court is of the opinion that court approval is not required for the Debtor to engage Cayman Islands counsel for such non-bankruptcy legal services and to compensate the professional in accordance with prior practices.").

22. If the debtor is not seeking to employ a professional because of a need that arose incident to the bankruptcy, section 327 of the Bankruptcy Code should not apply, regardless of whether the professional's services are important to the debtor's business. *See In re Livore*, 473 B.R. at 870; *In re Zais Inv. Grade Ltd. VII*, 2011 WL 4543215, at *2; *see also In re Johns–Manville Corp.*, 60 B.R. 612, 621 (Bankr. S.D.N.Y. 1986) (lobbyists retained to perform services in the

ordinary course of debtor's business "performed a function completely external to the reorganization process" and therefore were not professional persons requiring retention under section 327(a)); *In re Seatrain Lines, Inc.*, 13 B.R. 980, 982 (Bankr. S.D.N.Y. 1981) (holding that maritime engineers employed in the course of Debtor's business would "play an important role in the mechanics of [Debtor's] operation," but were not professionals requiring retention under section 327(a) because their retention would not "affect the administration of [Debtor's] reorganization.").

23. None of the OCPs to be employed here play an integral or central role in case administration and are not primarily providing services related to the restructuring or the bankruptcy process itself. Rather, such OCPs assist the Debtors in ordinary course operations (to the extent such operations persist), and the Debtors' wind-down process, including without limitation, non-bankruptcy litigation, tax and accounting, consulting, compliance, and other services, which remain critical and ongoing notwithstanding the discontinuation of hosting and mining operations. Additionally, requiring section 327(a) retention for all OCPs would lead to unnecessary expense, business disruption, and the risk of losing professionals with institutional knowledge critical to the Debtors' ongoing business operations.

C. **The Proposed Retention and OCP Procedures are Justified**

24. Continued retention and compensation of the OCPs is necessary and appropriate to preserve estate value and ensure efficient administration. Requiring individualized retention applications for each OCP, or interruption in services pending individualized approval, would impose substantial cost, distract management, and risk the loss of professionals with knowledge of the Debtors' unique operations and customer relationships. *See In re Buyers Club Markets, Inc.*, 5 F.3d at 457–58; *In re Roth American*, 975 F.2d at 952.

25. Although the OCPs provide valuable services for the Debtors, their employment is not central to the Debtors' reorganization process. Furthermore, it could hinder the administration of the Debtors' estates if the Debtors were required (a) to submit to the Court an application, declaration, and proposed retention order for each OCP, (b) to wait until such order is approved before such OCPs continue to render services, or (c) to withhold payment of the normal fees and expenses of the OCPs until they comply with the compensation and reimbursement procedures applicable to chapter 11 professionals.

26. Under such conditions, there is a risk that some OCPs would be unwilling to provide services, and that others would suspend services, pending a specific court order authorizing the services. Since many of the matters for which the OCPs provide services are active on a day-to-day basis, any delay or need to replace professionals could have adverse consequences on the Debtors' estates. For example, if the expertise and background knowledge of the OCPs with respect to the particular matters for which they were responsible prior to the Petition Date were lost, the estates undoubtedly would incur additional and unnecessary expenses because the Debtors would have to retain other professionals without such background and expertise, at potentially higher rates. It is therefore in the best interests of the Debtors' estates to avoid any disruption to the professional services required.

27. To the best of the Debtors' knowledge, none of the OCPs represents or holds any interest materially adverse to the Debtors or to their estates with respect to the matters in which the Debtors employ such OCPs. Although certain of the OCPs may hold unsecured claims against one or more of the Debtors, the Debtors do not believe that any of such claims constitute interests materially adverse to the Debtors, their estates, their creditors, or other parties in interest.

28. The proposed procedures for OCPs further promote judicial efficiency and conserves estate resources by avoiding the administrative burden of numerous small fee applications. To further ensure the integrity of the process, all non-legal OCPs must affirmatively waive any unpaid prepetition claims as a condition of compensation and retention under these procedures.

29. Preservation of the OCPs' relationships and accumulated knowledge is vital for maximizing estate value, not only during ongoing operations but especially in connection with a possible sale or wind-down of the Debtors' businesses. Disruption of these relationships would result in economic prejudice by risking the loss of expertise and goodwill, to the detriment of all creditors and stakeholders.

30. Courts in the District of New Jersey have routinely granted similar relief in chapter 11 cases involving businesses with diverse operational needs. *See, e.g.*, *In re New Rite Aid, LLC*, No. 25-14861 (MBK) (Bankr. D.N.J. June 9, 2025); *In re Sam Ash Music Corp.*, No. 24-14727 (SLM) (Bankr. D.N.J. June 5, 2024); *In re Invitae Corp.*, No. 24-11362 (MBK) (Bankr. D.N.J. May 9, 2024); *In re Thrasio Holdings, Inc.*, No. 24-11840 (CMG) (Bankr. D.N.J. Apr. 4, 2024); *In re Careismatic Brands, LLC*, No. 24-10561 (VFP) (Bankr. D.N.J. Feb. 29, 2024); *In re Rite Aid Corp.*, No. 23-18993 (MBK) (Bankr. D.N.J. Dec. 20, 2023); *In re Cyxtera Technologies, Inc.*, No. 23-14853 (JKS) (Bankr. D.N.J. Aug. 1, 2023); *In re Bed Bath & Beyond Inc.*, No. 23-13359 (VFP) (Bankr. D.N.J. May 17, 2023); *In re David's Bridal*, LLC, No. 23-13131 (CMG) (Bankr. D.N.J. Apr. 27, 2023); *In re BlockFi Inc.*, No. 22-19361 (MBK) (Bankr. D.N.J. Dec. 12, 2022); *In re SLT Holdco, Inc.*, No. 20-18368 (MBK) (Bankr. D.N.J. Aug. 31, 2020).

D. **Retroactive Relief for Ordinary Course Professional Retention**

31. The Debtors request that the employment of the OCPs be approved retroactively to the Petition Date (or, if later, the date on which such OCP's engagement commenced). The Debtors

filed this Motion as a precautionary measure to avoid any later controversy about employing and paying the OCPs during the pendency of these Chapter 11 Cases. Granting the relief requested in this Motion retroactive to the Petition Date will not prejudice any party in interest. Even if the OCPs were subject to the requirements of section 327 of the Bankruptcy Code, the Court would have the authority to approve retroactive relief. *See, e.g.*, *In re Arkansas Co., Inc.*, 798 F.2d 645, 648 (3d Cir. 1986) (holding "that the bankruptcy courts have the power to authorize retroactive employment of counsel and other professionals under their broad equity power"). Although the *Arkansas* decision limits retroactive approval to cases involving extraordinary circumstances, courts have recognized that such "heightened showing" of extraordinary circumstances only applies "when there has been a months-long delay before seeking approval." *City of Rockford v. Mallinckrodt Plc (In re Mallinckrodt Plc)*, No. 21-398-LPS, 2022 WL 906451, at *22 (D. Del. Mar. 28, 2022).

32. Granting retroactive approval will provide comfort to the OCPs and avoid unnecessary dispute regarding valid post-petition payments made in good faith reliance on the ordinary course of business, which could cause interruption or delays in the services rendered. The Debtors are filing the Motion without delay and substantially immediately after commencing their Chapter 11 Cases because they require the assistance of the OCPs notwithstanding their transition into these Chapter 11 Cases. The Debtors respectfully submit that retroactive relief is necessary and proper in this case because, without such relief, the OCPs may decline to provide future services, thereby risking delays and increased costs associated with finding replacement professionals and resulting in harm to the Debtors, their estates, and their creditors.

RESERVATION OF RIGHTS

33. Nothing contained in this Motion or any order granting the relief requested in this Motion, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with any such order), is intended as or shall be construed or deemed to be: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable non-bankruptcy law; (b) an implication, admission, or finding that any particular claim is an administrative expense claim, other priority claim, or otherwise of a type specified or defined in this Motion or any order granting the relief requested by this Motion; (c) a promise or requirement to pay any particular claim; (d) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (e) an admission that a contract is an executory contract under section 365 of the Bankruptcy Code or that such contract was or was not terminated or expired prior to the Petition Date; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates , and the Debtors expressly reserve their right to contest the extent, validity, or perfection of, or seek avoidance of, of all such liens; (g) a waiver or limitation of any claims, causes of action, or other rights of the Debtors or any other party in interest to dispute any claim on any grounds or to assert any right against any person or entity under the Bankruptcy Code or any other applicable law; or (h) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law.

WAIVER OF BANKRUPTCY RULES 6004(a) AND (h)

34. The Debtors request a waiver of any applicable notice requirements under Bankruptcy Rule 6004(a) and any stay of the order granting the relief requested herein pursuant to Bankruptcy Rule 6004(h). As explained above and in the First Day Declaration, the relief requested

herein is necessary to avoid immediate and irreparable harm to the Debtors and their estates. Accordingly, ample cause exists to justify the waiver of the notice requirements under Bankruptcy Rule 6004(a) and the 14-day stay imposed by Bankruptcy Rule 6004(h), to the extent such notice requirements and such stay apply.

WAIVER OF MEMORANDUM OF LAW

35. The Debtors respectfully request that the Court waive the requirement to file a separate memorandum of law pursuant to Local Rule 9013-1(a)(3) because the legal basis upon which the Debtors rely is set forth herein and the Motion does not raise any novel issues of law.

NO PRIOR REQUEST

36. No prior motion for the relief requested herein has been made to this or any other court.

NOTICE

37. Pursuant to Local Rule 9013-5(f), notice of this Motion will be provided to the following parties: (i) the Office of the United States Trustee for the District of New Jersey; (ii) any statutory committee appointed in these Cases; (iii) the OCPs; (iv) the Debtors' consolidated list of 30 largest unsecured creditors; (v) the Internal Revenue Service; (vi) the United States Attorney's Office for the District of New Jersey; (vii) counsel for the Stalking Horse Purchasers; and (viii) any other party entitled to notice pursuant to Bankruptcy Rule 2002 and Local Rule 9013-5. The Debtors submit that such notice is sufficient, and no other or further notice need be provided.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter an order substantially in the form submitted herewith (a) authorizing, but not directing, the Debtors (i) to retain the OCPs in accordance with the OCP Procedures without the necessity of a separate, formal retention

application approved by this Court for each OCP, and (ii) to pay each OCP for post-petition services rendered and expenses incurred, including, if necessary, advancing any reasonable post-petition retainer to the applicable OCP, in all respects subject to the OCP Procedures, without the necessity of additional Court approval; (b) approving the OCP Procedures; and (c) granting such other and further relief as the Court deems just and proper.

Dated: July 23, 2026

ARCHER & GREINER, P.C.

/s/ Stephen M. Packman

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Natasha M. Songonuga, Esq.
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Proposed Counsel to the Debtors

[3] *Pro Hac Vice* admission pending.

Exhibit A
(Ordinary Course Professionals)

OCP/Firm	Nature of Service	Address
Crowe LLP	Tax return compliance and related tax consulting services, including preparation of federal and state tax returns, extensions, estimated tax payment computations, and related tax compliance services	9 Greenway Plaza, Suite 2100, Houston, Texas 77046
McGovern Weems LLC	Non-bankruptcy legal services relating to WDTX grand jury subpoena response, related federal criminal investigation, document production, and defense presentation.	3 Columbus Circle, 15th Floor, New York, New York 10019

EXHIBIT "B"

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

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

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Proposed Attorneys for Debtors

In re:

POOLIN TECHNOLOGY PTE. LTD., *et al.*,[1]

Debtors.

Case No. 26-18325

Chapter 11

(Joint Administration Requested)

ORDER (I) AUTHORIZING THE DEBTORS TO RETAIN AND COMPENSATE PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS AND (II) GRANTING RELATED RELIEF

The relief set forth on the following pages, numbered two (2) through eight (8), is

ORDERED.

[1] The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtors' federal tax identification number, are: Poolin Technology Pte. Ltd., a Singapore Private Limited Company; Lonestar Dream Inc. (5105); and Lonestar Taproot LLC (4118). The location of the Debtors' service address for purposes of these Chapter 11 Cases is: c/o Michael DuFrayne, CRO, 2564 US Highway 1, PMB #16884166, Lawrence, NJ 08648.

Debtors: Poolin Technology Pte. Ltd., *et al.*
Case No. 26-18325
Caption of Order: Order (I) Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief

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Upon consideration of the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief* (the "Motion")[1] filed on behalf of the above-captioned debtors and debtors in possession (collectively, the "Debtors"); and upon the *Declaration of Michael DuFrayne in Support of Debtors' Chapter 11 Petitions and First Day Motions* [ECF No. 2] (the "First Day Declaration"); and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order Of Reference From The United States District Court For The District Of New Jersey* dated as of September 18, 2012; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for hearing on the Motion were appropriate and that no other notice need be provided under the circumstances; and this Court having determined that the legal and factual bases set forth in the Motion and at the hearing thereon establish just cause for the relief granted herein; and upon all of the proceedings before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT**:

1. The Motion is **GRANTED** as set forth herein.

[1] Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Motion.

2. The Debtors are authorized, but not directed, to retain and compensate the OCPs, including the OCPs identified on the OCP List attached as **Exhibit A** to the Motion (collectively, the "OCPs"), and any subsequently identified or retained OCPs, in the ordinary course of business, without the need to file individual retention applications and obtain retention orders for each OCP, pursuant to the following OCP Procedures:

a. Within thirty (30) days of the later of (i) the date of entry of this Order or (ii) the date on which an OCP commences work for the Debtors, such OCP shall cause (A) a declaration substantially in the form annexed as **Exhibit 1** to this Order (each, a "Declaration"), and (B) a completed retention questionnaire substantially in the form attached to this Order as **Exhibit 2**, to be filed with the Court and served upon: (I) proposed counsel to the Debtors: ARCHER & GREINER, P.C. Attn: Stephen M. Packman, Esq. (spackman@archerlaw.com) and Alexander J. Andrews, Esq. (aandrews@archerlaw.com); (II) the Office of the United States Trustee for Region 3, District of New Jersey; (III) counsel to any statutory committee appointed in these Cases; and (IV) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002 (collectively, the "Notice Parties"). Each OCP may provide such Declaration and retention questionnaire to proposed counsel to the Debtors at the email addresses listed in this subparagraph for filing with the Court.

b. The Notice Parties shall have fourteen (14) days after the date of service of each OCP's Declaration and retention questionnaire (each an "Objection Deadline") to object to the retention of such OCP. The objecting party shall file any such objection and serve such objection upon the Notice Parties and the respective OCP on or before the applicable Objection Deadline. If any such objection cannot be resolved within fourteen (14) days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled hearing date that is no less than fourteen (14) days from that date or on a date otherwise agreeable to the parties. The Debtors shall not be authorized to retain and compensate such OCP until all outstanding objections have been withdrawn, resolved, or overruled by order of the Court.

c. If no timely objection is received from any of the Notice Parties by the applicable Objection Deadline with respect to any particular OCP, or all

timely objections received from the Notice Parties have been withdrawn, resolved consensually, or overruled by order of the Court, the Debtors shall be authorized to: (i) retain such OCP as of the date such OCP commenced providing services to the Debtors; and (ii) compensate such OCP as set forth below.

d. The Debtors shall be authorized to pay, without formal application to the Court by any OCP, one hundred percent (100%) of fees and disbursements to each of the OCPs retained by the Debtors, for services rendered to the Debtors, pursuant to the OCP Procedures upon submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date; provided that fees paid to OCPs, excluding costs and disbursements, may not exceed $15,000 per month on average over any three-month period on a rolling basis, per OCP, while these Chapter 11 Cases are pending (the "OCP Fee Cap"). The OCP Fee Cap for any OCP may be increased by mutual agreement between the Debtors and the U.S. Trustee, provided that the Debtors shall file a notice with the Court and submit such notice to the Notice Parties of any such agreed increase. Notwithstanding the foregoing, the aggregate fees to be paid to OCPs pursuant to these OCP Procedures shall not exceed $1,000,000 (the "Aggregate Case Cap"), which may be increased by agreement of the Debtors and U.S. Trustee or by order of the Court.

e. To the extent that fees payable to any OCP exceed the OCP Fee Cap, the applicable OCP may file a fee application (a "Fee Application") with the Court for the amount in excess of the OCP Fee Cap in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the guidelines and additional disclosures set forth in 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 Effective as of November 1, 2013,* and any applicable orders of the Court, unless the U.S. Trustee agrees otherwise. Each OCP that is a law firm and exceeds the OCP Fee Cap shall agree to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures, as set forth in the U.S. Trustee Fee Guidelines. For the avoidance of doubt, notwithstanding that an OCP may file a Fee Application for allowance and payment of fees in excess of the applicable OCP Fee Cap, such OCP shall not be required to file a separate retention application to be retained as a professional person pursuant to section 327 of the Bankruptcy Code.

f. The Debtors reserve the right to retain additional OCPs from time to time during these Chapter 11 Cases by: (i) including such OCPs on an amended version of the OCP List that is filed with the Court and served on the Notice Parties; and (ii) requiring that such OCPs comply with the OCP Procedures.

g. Within thirty (30) days after the end of, and with respect to, each full three-month period after entry of the Order (including any initial partial month in the first period), the Debtors shall file with this Court, and serve upon the Notice Parties a statement with respect to each OCP paid during the immediately preceding quarterly period (the "Quarterly Statement"). Each Quarterly Statement shall include: (i) the name of the OCP; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that OCP during the reported quarter; and (iii) a general description of the services rendered by that OCP.

h. On the date that is established in these Chapter 11 Cases for Chapter 11 professionals to file final fee applications and pursuant to D.N.J. LBR 2016-4, the Debtors will file a statement (the "Final Statement") for the OCPs. The Final Statement shall include the following information for each OCP: (i) the name of the OCP; (ii) the aggregate amount paid to the OCP during the period since the last Quarterly Statement (or since the Petition Date, if no Quarterly Statement has been filed); (iii) the total amount paid post-petition to each OCP; and (iv) a reasonably detailed description of the services rendered by the OCP during these Chapter 11 Cases. The Final Statement shall be served upon the Notice Parties, who shall have twenty (20) calendar days to file an objection with the Court pursuant to section 330 of the Bankruptcy Code (an "OCP Fee Objection").

3. The Debtors are authorized to supplement the OCP List as necessary to add or remove OCPs, from time to time in their sole discretion, without the need for any further hearing and without the need to file individual retention applications for newly added OCPs. In such event, the Debtors shall file the amended OCP List with this Court and serve such list on the Notice Parties. Subject to the OCP Procedures, each additional OCP identified in any revised or supplemented OCP List shall be deemed approved by this Court after service of a Declaration and retention questionnaire on the Notice Parties as provided in the OCP Procedures.

4. Nothing contained herein shall affect the Debtors' or any appropriate party in interest's ability to dispute any invoice submitted by an OCP, and nothing contained herein shall preclude the Debtors from seeking authority to pay any OCP in an amount greater than the OCP Fee Cap, subject to the rights of any party in interest to oppose any such request.

5. Notwithstanding anything else herein, nothing in this Order shall prevent the U.S. Trustee from seeking a determination from the Court (a) requiring an OCP to file a separate retention application under section 327(a) or 327(e) of the Bankruptcy Code or (b) altering the amount of the OCP Fee Cap.

6. Each non-attorney OCP shall waive any prepetition claim against the Debtors as a condition of its retention and compensation as an OCP.

7. Each OCP shall periodically update its OCP Declaration to the extent necessary to reflect new facts or circumstances relevant to its retention, including, without limitation, any changes in the type or scope of services to be provided.

8. This Order shall not apply to any professional retained by the Debtors under a separate order of this Court.

9. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable non-bankruptcy law; (b) an implication, admission, or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in this Motion or any order granting the relief requested by this Motion; (c) a promise or requirement

to pay any particular claim; (d) a request or authorization to assume or assign any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (e) an admission that a contract is an executory contract under section 365 of the Bankruptcy Code or that such contract was or was not terminated or expired prior to the Petition Date; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates , and the Debtors expressly reserve their right to contest the extent, validity, or perfection, or seek avoidance of all such liens; (g) a waiver or limitation of any claims, causes of action, or other rights of the Debtors or any other party in interest to dispute any claim on any grounds or to assert any right against any person or entity under the Bankruptcy Code or any other applicable law; or (h) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law and the Debtors expressly reserve their rights with respect to all of the foregoing.

10. Nothing in this Order, the Motion, or any actions taken pursuant hereto is intended to or shall (a) confer upon any third party any rights or remedies whatsoever, (b) grant any party the status of a third-party beneficiary, (c) be enforceable by any third party, or (d) enhance the status of any claim held by any person or entity. Nothing herein shall be deemed to convert the priority of any claim from a prepetition claim into an administrative expense claim.

11. Notice of the Motion, as provided therein, shall be deemed good and sufficient notice of the Motion and the requirements of the Bankruptcy Rules and Local Rules are satisfied by such notice.

12. The requirement set forth in Bankruptcy Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

13. To the extent applicable, the requirements set forth by Bankruptcy Rules 6003 and 6004 are satisfied and this Order shall be effective immediately upon entry.

14. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon entry.

15. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

16. Any party may move for modification of this Order in accordance with Local Rule 9013-5(e).

17. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Exhibit 1
(Form of Declaration)

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY
Caption in Compliance with D.N.J. LBR 9004-1(b) **ARCHER & GREINER, P.C.** Stephen M. Packman, Esq. Douglas G. Leney, Esq. Natasha M. Songonuga, Esq. Alexander J. Andrews, Esq. (*Pro Hac Vice* Admission Pending) 1025 Laurel Oak Road Voorhees, NJ 08043 Telephone: (856) 795-2121 Facsimile: (856) 795-0574 Email: spackman@archerlaw.com dleney@archerlaw.com nsongonuga@archerlaw.com aandrews@archerlaw.com *Proposed Attorneys for Debtors*
In re: POOLIN TECHNOLOGY PTE. LTD., *et al.*,[1] Debtors.

Case No. 26-18325

Chapter 11

(Joint Administration Requested)

DECLARATION OF [DECLARANT], ON BEHALF OF PROPOSED ORDINARY COURSE PROFESSIONAL [COMPANY NAME]

I, [Declarant], pursuant to Section 1746 of title 28 of the United States Code, hereby declare that the following is true to the best of my knowledge, information, and belief:

1. I am a [POSITION] of [ENTITY], located at [STREET, CITY, STATE, ZIP CODE] (the "Company").

[1] The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtors' federal tax identification number, are: Poolin Technology Pte. Ltd., a Singapore Private Limited Company; Lonestar Dream Inc. (5105); and Lonestar Taproot LLC (4118). The location of the Debtors' service address for purposes of these Chapter 11 Cases is: c/o Michael DuFrayne, CRO, 2564 US Highway 1, PMB #16884166, Lawrence, NJ 08648.

2. This declaration (this "Declaration") is submitted in connection with an order of the United States Bankruptcy Court for the District of New Jersey authorizing Poolin Technology Pte. Ltd. ("Poolin") and its affiliated debtors and debtors-in-possession: Lonestar Dream Inc. ("LSD"); and Lonestar Taproot, LLC ("LST") (collectively, the "Debtors") to retain certain professionals in the ordinary course of business during the pendency of the Debtors' Chapter 11 Cases [Docket No. [●]] (the "Order"). The Debtors requested that the Company provide professional services (or continue to provide such services) to the Debtors, and the Company has consented to provide such services. Accordingly, the Company is submitting this Declaration pursuant to the Order.

3. The Company may have performed services in the past and may perform services in the future, in matters unrelated to these Chapter 11 Cases, for persons that are parties in interest in these Chapter 11 Cases. 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 or employees of the Debtors, or other parties in interest in these cases. The Company does not perform services for any such person in connection with these Chapter 11 Cases. In addition, the Company does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

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 agrees to waive all unpaid amounts for services rendered prior to the Petition Date.

7. As of the date the Debtors commenced the above-captioned chapter 11 cases (the "Petition Date"), the Company [was/was not] party to an agreement for indemnification with the Debtors. [A copy of such agreement is attached as Exhibit 1 to this Declaration.]

8. At any time during the period of its employment, if the Company should discover 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 declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge, and belief.

Executed this [Date] in [City, State, Country]

By:_____
Name:
Title:
[Company]

Exhibit 2
(Form of Retention Questionnaire)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

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

ARCHER & GREINER, P.C.
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Proposed Attorneys for Debtors

In re:

POOLIN TECHNOLOGY PTE. LTD., *et al.*,[1]

Debtors.

Case No. 26-18325

Chapter 11

(Joint Administration Requested)

RETENTION QUESTIONNAIRE

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

[1] The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtors' federal tax identification number, are: Poolin Technology Pte. Ltd., a Singapore Private Limited Company; Lonestar Dream Inc. (5105); and Lonestar Taproot LLC (4118). The location of the Debtors' service address for purposes of these Chapter 11 Cases is: c/o Michael DuFrayne, CRO, 2564 US Highway 1, PMB #16884166, Lawrence, NJ 08648.

1. Name and Address of Company/Firm:

2. Date of retention:

3. Type/Nature of Services to be Provided and Brief Description of Services:

4. Arrangements for compensation (hourly, contingent, etc.) and Rate (if applicable):

5. Estimated Average Monthly Compensation:

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

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

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to its 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 to the best of my knowledge and information.

Executed this [Date] in [City, State, Country]

By:_____
Name:
Title:
[Company]