

ENTERED

December 19, 2025

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

) Chapter 11

AMBIPAR EMERGENCY RESPONSE,

) Case No. 25-90524 (ARP)

Debtor.¹) **Re: Docket No. ___44****ORDER AUTHORIZING THE EMPLOYMENT
OF SIMPSON THACHER & BARTLETT LLP AS COUNSEL TO THE DEBTOR AND
DEBTOR IN POSSESSION, EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the “Application”)² of the above-captioned debtor and debtor in possession (the “Debtor”) for entry of an order (this “Order”): (a) authorizing the Debtor to employ Simpson Thacher as counsel, effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rules 2014-1 and 2016-1 of the *Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas* (the “Local Rules”) and Paragraph 47 of the *Procedures for Complex Cases in the Southern District of Texas*, and (b) granting related relief; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it 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 Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409;

¹ The last four digits of the Debtor’s taxpayer identification number are 0263. The Debtor’s address is 2346 Avenida Angelica, 5th Floor, São Paulo, SP, 01228-200, Brazil.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Application.



and this Court having found that the Debtor's notice of the Application and opportunity for a hearing on the Application were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Application and supporting declarations; and the Court having found, based on the representations made in the Application and in the Zylberberg Declaration, that (a) Simpson Thacher does not hold or represent an interest adverse to the Debtor's estates and (b) Simpson Thacher is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and it appearing that the relief requested in the Application is in the best interests of the Debtor's estate, its creditors, and other parties in interest; and the Court having found that the requirements of the Local Rules are satisfied by the contents of the Application; and the Court having determined that the legal and factual bases set forth in the Application and the record of the hearing on such application, if any, establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT:

1. The Application is granted as set forth herein.
2. The Debtor is authorized to retain Simpson Thacher as counsel, effective as of the Petition Date, in accordance with the terms and conditions set forth in the Application, as may be modified by this Order.
3. Simpson Thacher is authorized to provide the Debtor with the professional services described in the Application. Should the Debtor request that Simpson Thacher undertake specific matters beyond the scope of such services, and should Simpson Thacher agree to undertake any such specific matters, the Debtor is authorized to employ Simpson Thacher for such matters without further order of this Court, which such increase in scope of services shall be subject to the

rights of parties in interest to object to such increase in scope of services and provided that Simpson Thacher shall provide at least 10 business days' notice to the U.S. Trustee and any Committee prior to commencing such additional services.

4. Simpson Thacher shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtor's chapter 11 case in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, the U.S. Trustee Guidelines, and any other applicable procedures and orders of the Court. Simpson Thacher shall also make a reasonable effort to comply with the U.S. Trustee's requests for information, both in connection with the Application and the interim and final fee applications to be filed by Simpson Thacher in this chapter 11 case.

5. For billing purposes, Simpson Thacher shall keep its time in one tenth (1/10) of an hour increment in accordance with the U.S. Trustee Guidelines. Simpson Thacher shall use reasonable efforts to avoid any duplication of services provided by any of the Debtor's other retained professionals in this chapter 11 case.

6. To the extent that Simpson Thacher uses the services of contract attorneys in these cases, Simpson Thacher (i) shall pass-through the cost of such contract attorneys to the Debtors at the same rate that Simpson Thacher pays the contract attorneys; (ii) shall seek reimbursement for actual out-of-pocket expenses only; and (iii) shall ensure that the contract attorneys are subject to the same conflict checks and disclosures as required of Simpson Thacher by Bankruptcy Rule 2014.

7. Notwithstanding anything to the contrary in the Application or the Zylberberg Declaration, Simpson Thacher shall not be entitled to reimbursement for fees and expenses in connection with any objection to its fees, without further order of the Court.

8. Simpson Thacher shall provide ten business days' notice to the Debtor, the U.S. Trustee, and any Committee before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

9. Simpson Thacher shall review its files periodically during the pendency of this chapter 11 case to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Simpson Thacher will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a). If any supplemental connections are disclosed by Simpson Thacher through one or more supplemental declarations, any objections to the continued retention of Simpson Thacher as Debtor's counsel shall be due within 21 days after the filing and serving of each supplement disclosure. Absent any objections, the employment of Debtor's counsel shall continue as authorized without further order, pursuant to this Order.

10. The Debtor and Simpson Thacher are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.


11. To the extent the Application or the supporting declarations are inconsistent with this Order, the terms of this Order shall govern.

12. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

13. Notice of the Application as provided therein is deemed good and sufficient notice of the Application.

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

Signed: December 19, 2025



Alfredo R Pérez
United States Bankruptcy Judge