

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

In re:

AMBIPAR EMERGENCY RESPONSE,

Debtor.¹

)
) Chapter 11
)
) Case No. 25-90524 (ARP)
)
)
)

**CERTIFICATE OF COUNSEL REGARDING THE
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT OF GRAY REED AS CO-COUNSEL TO THE DEBTOR
AND DEBTOR IN POSSESSION, EFFECTIVE AS OF THE PETITION DATE**

Pursuant to the *Procedures for Complex Cases in the Southern District of Texas*, the above-captioned debtor and debtor in possession (the “Debtor”), certifies as follows:

1. On November 19, 2025, the Debtor filed the *Application for Entry of an Order Authorizing the Employment of Gray Reed as Co-Counsel to the Debtor and Debtor in Possession, Effective as of the Petition Date* [Docket No. 45] (the “Application”),² which included, among other things, a proposed form of order (the “Initial Proposed Order”).

2. The Application was served on November 19, 2025 via the Court’s CM/ECF system and on the parties appearing on the Master Service List maintained by the Debtor in this case by email, where available, and via U.S. First Class Mail where email was unavailable as indicated in the *Certificate of Service* filed at Docket No. 64.

3. The deadline for parties to file objections or responses to the Application was December 10, 2025 (the “Objection Deadline”).

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 shall have the meanings set forth in the Application.



4. Counsel for the Committee received informal comments to the Initial Proposed Order from the U.S. Trustee. No objections or responses to either the Application or the Initial Proposed Order were filed on the docket on or before the Objection Deadline.

5. The undersigned counsel certifies that the revised proposed order (the “Revised Proposed Order”), attached hereto as **Exhibit A**, incorporates the comments from the U.S. Trustee. A redline reflecting the changes between the Revised Proposed Order and the Initial Proposed Order is attached hereto as **Exhibit B**.

The Committee respectfully requests the Court enter the Revised Proposed Order.

[Remainder of page intentionally left blank]

Respectfully submitted this 19th day of December, 2025.

GRAY REED

By: /s/ Jason S. Brookner

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PROPOSED COUNSEL TO THE DEBTOR

Certificate of Service

I certify that on December 19, 2025, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Jason S. Brookner

Jason S. Brookner

Exhibit A

Revised Proposed Order

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**ORDER AUTHORIZING THE EMPLOYMENT OF
GRAY REED AS CO-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 Gray Reed as co-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 *Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Texas* (the “Local Rules”) and Section R of the *Procedures for Complex Cases in the Southern District of Texas* (the “Complex Case Procedures”), 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; and this Court having found that the Debtor’s notice of the

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

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 Brookner Declaration, that (a) Gray Reed does not hold or represent an interest adverse to the Debtor's estate and (b) Gray Reed 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 Gray Reed as co-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. Gray Reed 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. Gray Reed 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 Gray Reed in this chapter 11 case.

4. For billing purposes, Gray Reed shall keep its time in one tenth (1/10) of an hour increments. Gray Reed 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.

5. To the extent that Gray Reed uses the services of contract attorneys in these cases, Gray Reed (i) shall pass-through the cost of such contract attorneys to the Debtors at the same rate that Gray Reed 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 Gray Reed by Bankruptcy Rule 2014.

6. Notwithstanding anything to the contrary in the Application or the Brookner Declaration, Gray Reed shall not be entitled to reimbursement for fees and expenses in connection with any objection to its fees, without further order of the Court.

7. Gray Reed shall provide ten business days' notice to the Debtor, the U.S. Trustee, and any statutory committee appointed in this chapter 11 case 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.

8. Gray Reed 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, Gray Reed 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 Gray

Reed through one or more supplemental declarations, any objections to the continued retention of Gray Reed as Debtor's counsel shall be due within 21 days after the filing and serving of each supplemental disclosure. Absent any objections, the employment of Debtor's counsel shall continue as authorized without further order, pursuant to this Order.

9. The Debtor and Gray Reed are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

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

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

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

Signed: _____, 2025

Alfredo R. Perez
United States Bankruptcy Judge

Submitted by:

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Lydia R. Webb (TX Bar No. 24083758)

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*Proposed Co-Counsel for the Debtor and Debtor
in Possession*

Exhibit B

Redline

**IN THE UNITED STATES BANKRUPTCY COURT
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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 Gray Reed as co-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 *Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Texas* (the “Local Rules”) and Section R of the *Procedures for Complex Cases in the Southern District of Texas* (the “Complex Case Procedures”), 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

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pursuant to 28 U.S.C. §§ 1408 and 1409; 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 Brookner Declaration, that (a) Gray Reed does not hold or represent an interest adverse to the Debtor's estate and (b) Gray Reed 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 Gray Reed as co-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. Gray Reed 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. Gray Reed 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 Gray Reed in this chapter 11 case.

4. For billing purposes, Gray Reed shall keep its time in one tenth (1/10) of an hour increments. Gray Reed 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.

5. To the extent that Gray Reed uses the services of contract attorneys in these cases, Gray Reed (i) shall pass-through the cost of such contract attorneys to the Debtors at the same rate that Gray Reed 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 Gray Reed by Bankruptcy Rule 2014.

56. Notwithstanding anything to the contrary in the Application or the Brookner Declaration, Gray Reed shall not be entitled to reimbursement for fees and expenses in connection with any objection to its fees, without further order of the Court.

67. Gray Reed shall provide ten business days' notice to the Debtor, the U.S. Trustee, and any statutory committee appointed in this chapter 11 case 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.

78. Gray Reed 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, Gray Reed 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 Gray Reed through one or more supplemental declarations, any objections to the continued retention of Gray Reed as Debtor's counsel shall be due within 21 days after the filing and serving of each supplemental disclosure. Absent any objections, the employment of Debtor's counsel shall continue as authorized without further order, pursuant to this Order.

89. The Debtor and Gray Reed are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

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

1011. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

1112. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: _____, 2025

Alfredo R. Perez
United States Bankruptcy Judge

Submitted by:

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*Proposed Co-Counsel for the Debtor and
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Summary report: Litera Compare for Word 11.12.0.83 Document comparison done on 12/19/2025 10:00:22 AM	
Style name: STB Option 1	
Intelligent Table Comparison: Active	
Original DMS: iw://imanager.stbglobal.com/ACTIVE/75803265/1	
Modified DMS: iw://imanager.stbglobal.com/ACTIVE/75803265/2	
Changes:	
Add	9
Delete	7
Move From	0
Move To	0
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	16

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*Proposed Co-Counsel for the Debtor and Debtor
in Possession*