

**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)
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)
)

**CERTIFICATE OF COUNSEL REGARDING
THE APPLICATION FOR ENTRY OF AN ORDER
AUTHORIZING THE EMPLOYMENT OF QUINN EMANUEL
URQUHART & SULLIVAN, LLP AS COUNSEL TO THE INDEPENDENT
SPECIAL COMMITTEE TO THE BOARD OF DIRECTORS OF THE DEBTOR**

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 Quinn Emanuel Urquhart & Sullivan, LLP as Counsel to the Independent Special Committee to the Board of Directors of the Debtor* [Docket No. 46] (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.

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.



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

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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Lydia R. Webb

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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

**IN THE UNITED STATES BANKRUPTCY COURT
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**ORDER GRANTING THE
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THE RETENTION AND EMPLOYMENT OF QUINN EMANUEL
URQUHART & SULLIVAN, LLP AS COUNSEL TO THE INDEPENDENT
SPECIAL COMMITTEE TO THE BOARD OF DIRECTORS OF THE DEBTOR**

(Relates to Docket No. ____)

UPON CONSIDERATION the *Application for Order Authorizing the Retention and Employment of Quinn Emanuel Urquhart & Sullivan, LLP as Counsel to the Independent Special Committee to the Board of Directors of the Debtor* (the “Application”); and the Court having reviewed the Application, the Finestone Declaration, and the Mack Declaration;² and the Court having determined that the relief requested in the Application is in the best interest of the Debtor, its estate, its creditors, and other parties in interest; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. §157(b)(2); and the Court having found that the venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being satisfied, based on the representation made in the Application and the Finestone Declaration that Quinn Emanuel

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is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code, and that Quinn Emanuel does not hold or represent an interest adverse to the Debtor’s estate; and any objections to the Application having been resolved or overruled; and the Court having found that it may enter a final order consistent with Article III of the United States Constitution; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and upon the record herein and upon all of the proceedings had before this Court; and after due deliberation thereon; it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is granted to the extent set forth herein.
2. Pursuant to sections 327(a) and 329 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Bankruptcy Local Rules 2014-1 and 2016-1, the Debtor, as debtor in possession, is authorized to employ and retain Quinn Emanuel as counsel to the Committee effective as of November 3, 2025, in accordance with the terms and conditions set forth in the Finestone Declaration, the Application, and the Engagement Letter, as may be modified by this Order.
3. Quinn Emanuel is authorized to provide the Committee with the professional services described in the Finestone Declaration, the Application, and the Engagement Letter.
4. Quinn Emanuel shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the bankruptcy cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Bankruptcy Local Rules, the Complex Case Procedures, and any other applicable procedures

and orders of the Court. For billing purposes, Quinn Emanuel shall keep its time in one-tenth (1/10) increments.

5. Prior to any increases in Quinn Emanuel's hourly rates, Quinn Emanuel shall file a notice of rate increase with the Court and provide ten business days' notice to the Debtor, the U.S. Trustee, and the Creditors' Committee (if one is appointed), which notice shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state whether the Debtor has consented to such rate increases.

6. Quinn Emanuel shall not charge a markup to the Debtor with respect to the fees billed by contract attorneys who are hired by Quinn Emanuel to provide services to the Debtor or the Committee and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

7. Quinn Emanuel shall use its best efforts to avoid any duplication of services provided by any of the Debtor's other retained professionals in this chapter 11 case.

8. Quinn Emanuel shall review its files periodically during the pendency of the 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, Quinn Emanuel shall use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

9. Notwithstanding anything to the contrary in the Application, Quinn Emanuel shall not be entitled to reimbursement for fees and expenses incurred in connection with any objection to its fees absent further order of the Court.

10. Quinn Emanuel shall forward to the U.S. Trustee, in an open and searchable LEDES data format, support for its monthly fee statements.

11. The Debtor is authorized to take all actions necessary to effectuate the relief granted in this Order.

12. To the extent there is any inconsistency between the terms of the Finestone Declaration, the Application, the Engagement Letter, and this Order, the terms of this Order shall govern.

13. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Houston, Texas

Dated: _____, 2025

Alfredo R. Perez
United States Bankruptcy Judge

Exhibit B

Redline

**IN THE UNITED STATES BANKRUPTCY COURT
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6. Quinn Emanuel shall not charge a markup to the Debtor with respect to the fees billed by contract attorneys who are hired by Quinn Emanuel to provide services to the Debtor or the Committee and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

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Houston, Texas

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Summary report: Litera Compare for Word 11.10.1.2 Document comparison done on 12/19/2025 4:01:12 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: nd://4905-6958-4003/1/Proposed order to Quinn Emanuel's Retention Application (Ambipar)(17498646_2).docx	
Modified filename: Revised Proposed order to Quinn Emanuel's Retention Application (Ambipar).docx	
Changes:	
<u>Add</u>	1
Delete	5
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	6

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