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

IN RE:	Chapter 11
AMPLE, INC., *et al.*[1]	Case No. 25-90817 (CML)
Debtors.	(Jointly Administered)

FIRST AND FINAL FEE APPLICATION COVER SHEET

Name of Applicant:	Gordian Group, LLC	
Applicant's Role in Case:	Investment Banker to the Debtors	
Date Order of Employment Signed:	02/10/26 [Docket No. 165]	
	Beginning of Period	**End of Period**
Time period covered by this Application:	12/16/2025	06/05/2026
Time period(s) covered by prior Applications:	N/A	N/A
Total amounts awarded in all prior Applications:		N/A
Total fees requested in this Application:		$250,250.00
Total professional fees requested in this Application:		$250,250.00
Total actual professional hours covered by this Application:		N/A
Average hourly rate for professionals:		N/A
Total paraprofessional fees requested in this Application:		N/A
Total actual paraprofessional hours covered by this Application:		N/A
Average hourly rate for paraprofessionals:		N/A
Reimbursable expenses sought in this application:		$739.96
Total to be Paid to Priority Unsecured Creditors:		TBD
Anticipated % Dividend to Priority Unsecured Creditors:		TBD
Total to be Paid to General Unsecured Creditors:		TBD
Anticipated % Dividend to General Unsecured Creditors:		TBD
Date of Confirmation Hearing:		TBD
Indicate whether plan has been confirmed:		N

[1] The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are: Ample, Inc. (4015) and Ample Texas EV, LLC (6832). A copy of this Application is available on (a) the Court's website, at www.txs.uscourts.gov and (b) the website maintained by the Debtors' claims and noticing agent, Verita Global at https://veritaglobal.net/ample.

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IN RE:	Chapter 11
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Debtors.	(Jointly Administered)

FIRST AND FINAL FEE APPLICATION OF GORDIAN GROUP, LLC AS INVESTMENT BANKER TO THE DEBTORS FOR ALLOWANCE AND PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM DECEMBER 16, 2025 THROUGH JUNE 5, 2026

THIS APPLICATION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE APPLICATION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE APPLICATION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE APPLICATION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE APPLICATION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

Gordian Group, LLC ("**Gordian**"), investment banker to Ample, Inc. ("**Ample**" or the "**Company**") and its affiliated debtors and debtors in possession (collectively, the "**Debtors**"), hereby files this *First and Final Fee Application of Gordian Group, LLC as Investment Banker to the Debtors for Allowance and Payment of Compensation and Reimbursement of Expenses for the*

[1] The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are: Ample, Inc. (4015) and Ample Texas EV, LLC (6832). A copy of this Application is available on (a) the Court's website, at www.txs.uscourts.gov and (b) the website maintained by the Debtors' claims and noticing agent, Verita Global at https://veritaglobal.net/ample.

Period from December 16, 2025 through June 5, 2026 (the "**Application**") for the period from December 16, 2025 through June 5, 2026 (the "**Fee Period**").[2] In support of this Application, Gordian respectfully submits to the Court as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested in this Application are sections 328 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (as amended and modified, the "**Bankruptcy Code**"), Rules 2016 and 9013 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and Rules 2016-1 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the "**Bankruptcy Local Rules**") and the Procedures for Complex Chapter 11 Cases in the Southern District of Texas (the "**Complex Case Procedures**").

PRELIMINARY STATEMENT

3. By this Application, Gordian seeks final allowance of fees in the amount of $250,250 in connection with Gordian's engagement by the Debtors, consisting of $200,000 in Monthly Fees and a $50,250 Transaction Fee associated with the sale of the Debtors' assets. Gordian also seeks final allowance and payment of $739.96 as reimbursement for actual and necessary expenses incurred by Gordian during the fee period. As explained in more detail below and consistent with Gordian's Employment Order [Docket No. 165], Gordian has already received three Monthly Fees (totaling $150,000) during these Cases. An additional Monthly Fee of $50,000 (for the month of April) and the Transaction Fee of $50,250 is

[2] Terms used but not defined here shall have the meaning as ascribed in the Gordian Retention Application at Docket No. 97 and the Sale Order at Docket No. 249.

outstanding and is payable to Gordian in accordance with the terms and conditions of the Engagement Letter.

4. Gordian submits that the services it rendered during its engagement by the Debtors played a material and critical role in the results achieved during the Debtors' Chapter 11 Cases. As set forth in more detail below, Gordian was instrumental in running a broad and extensive marketing process that resulted in a sale of the Debtors' IP assets in the context of a complex bankruptcy filing. Gordian also assisted with critical due diligence work that helped maximize their value for potential buyers.

5. As a result of these efforts, a $2.01 million credit bid from Twelve Bridge Capital, LLC (the "**DIP Lender**"), working in collaboration with Transform AMP, LLC ("**Transform**") (the DIP Lender and Transform collectively, the "**Purchasers**") was achieved for the Debtor's IP assets and related operations, inventory, and assets. Accordingly, Gordian respectfully submits that the fees requested herein are reasonable in light of the results achieved, and should therefore be approved by the Court.

BACKGROUND

A. General Background

6. On December 16, 2025 (the "**Petition Date**") the Debtors filed voluntary petitions for relief (the "**Chapter 11 Cases**") under chapter 11 of the Bankruptcy Code in the Bankruptcy Court for the Southern District of Texas, Houston Division (the "**Court**").

7. Pursuant to Bankruptcy Code 1107(a) and 1108, the Debtors are operating their businesses and managing their property as debtors in possession. An Official Committee of Unsecured Creditors (the "**Committee**") was appointed on December 30, 2025 [Docket No. 53], and on February 2, 2026, the Committee entered an application to employ Dundon Advisers

("**Dundon**") as its financial advisor [Docket No. 152]. No request has been made for the appointment of a trustee or examiner.

8. A detailed description of the Debtors and their businesses, capital structure, and the facts and circumstances giving rise to these Chapter 11 Cases is set forth in the separately filed *Declaration of John D. Baumgartner, Chief Restructuring Officer of the Debtors, In Support of the Chapter 11 Petitions and First Day Relief* (the "**Baumgartner Declaration**") [Docket No. 3].

B. Retention of Gordian

9. On January 14, 2026, the Debtors filed the *Application to Employ Gordian Group, LLC as Investment Banker* [Docket No. 97] (the "**Employment Application**). Pursuant to the Employment Application, the Debtors sought to employ Gordian as investment banker in the Chapter 11 Cases in accordance with the Engagement Letter attached to the Employment Application (see Docket No. 97-1).

10. On February 10, 2026, the Court entered its *Order Granting Application to Employ Gordian* [Docket No. 165] (the "**Employment Order**"). Pursuant to the terms of the Employment Order and Engagement Letter, and subject to final approval by the Court, the Debtors agreed to pay the following post-petition fees to Gordian for services to be rendered in the Chapter 11 Cases:

- Monthly Fees. A fee of $50,000 per month (the "**Monthly Fee**") payable upon each subsequent monthly anniversary of the Agreement Date (as defined in the Engagement Letter).

- Transaction Fees. In connection with the consummation of each Financial Transaction, fees ("**Transaction Fees**") payable concurrently with and as a condition to consummation of such Financial Transaction, consisting of: (a) five percent (5%) of the Aggregate Consideration, or (b) in connection with the consummation of a Financial Transaction in

the form of a credit bid by the DIP Lender, two and one-half percent (2.5%) of the Aggregate Consideration.[3]

11. The Employment Order provides "Gordian's compensation in the Chapter 11 Cases shall be subject to review only pursuant to the standards set forth in section 328(a) of the Bankruptcy Code and shall not be subject to the standard of review set forth in section 330 of the Bankruptcy Code." *See* Employment Order ¶ 11.

C. Summary of Services Provided by Gordian During the Fee Period

12. As detailed herein and in the *Declaration of John D. Baumgartner in Support of Entry of Sale Order (I) Approving the Sale of Certain Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances; and (II) Granting Related Relief* [Docket No. 243] and supplemented below, Gordian provided investment banking services to the Debtors during the Chapter 11 Cases. This included marketing the Debtors' assets to third parties pursuant to section 363 of the Bankruptcy Code. Gordian ran a comprehensive outreach process and contacted approximately 170 potential third-party buyers. Fourteen (14) parties agreed to sign confidentiality agreements and accessed the data room. The potential buyers' due diligence efforts consisted of extensive reviews of the virtual data room (which was updated on a regular basis), meetings with the Company's senior management, and visits to the Debtors' locations. Throughout the process, Gordian provided regular updates regarding the process to the Debtors and their professionals, the DIP Lender, and the Committee's professionals. Gordian also consulted with Dundon regarding the outreach process on a weekly basis and contacted parties recommended by them that were not part of Gordian's original outreach process.

[3] Terms not defined within the Monthly Fees and Transaction Fees sections are as defined in the Engagement Letter.

13. The Debtors filed their Emergency Motion to sell the assets [Docket No. 47] on December 23, 2025, and the Bidding Procedures Hearing was held on January 8, 2026. Thereafter, the Court entered an order [Docket No. 92] (the **"Bidding Procedures Order**"), which among other things, established bidding procedures (the "**Bidding Procedures**") that governed the manner in which the Debtors' assets were to be marketed and sold.

14. Despite Gordian's efforts and marketing, the Debtors did not receive any stalking horse bids by the February 13, 2026 deadline. Multiple parties requested additional time to prepare potential bids beyond the end of February. During this time, Gordian continued to work with still interested parties in an attempt to identify potential Qualified Bidders (as defined in the Bidding Procedures Order) to conduct an auction, including (i) coordinating site visits and traveling to the site to assist with tours; (ii) coordinating with the Company to retrieve relevant / necessary files; (iii) updating the data room; and (iv) holding diligence calls and responding to diligence questions as requested by interested parties.

15. Through this process, with Gordian's recommendation, and in consultation with the Debtors, the DIP Lender, and Committee, the Debtors determined that a closed bid process would be most effective in eliciting the highest and best offers in the absence of using a stalking horse bidder to establish a starting value for an auction. The Debtors extended the Bid Deadline (as defined in the Bidding Procedures Order) from March 2, 2026, to March 4, 2026 after several requests from potential bidders for an extension to the Bid Deadline. As the new Bid Deadline date approached, timing concerns were once again raised—including the impact of the conflict surrounding Iran (where certain interested parties did business)—and the Debtors, in consultation with the DIP Lender and the Committee, further extended the Bid Deadline to March 18, 2026.

16. After expiration of the twice-extended and final Bid Deadline, the Debtors received only a handful of "bids", none of which were classified as "Qualified Bids" due to an inability to satisfy the DIP facility in full. Some "bids" would have resulted in no recovery, if any, or would have resulted in further deterioration in the value of the Debtors' estate if pursued. Thus, other than the bids submitted by the DIP Lender and Transform, the Debtors determined that the remaining bids were not actionable for a variety of reasons, including because they did not provide for satisfaction of the DIP obligations, relied on non-cash or contingent consideration tied to post-sale performance, or required the Debtors to fund ongoing operating expenses for a period of time. Thus, aside from the DIP Lender's bid, Transform submitted the only actionable proposal (and even Transform's initial bid required the DIP Lender's consent to proceed because it did not satisfy the DIP facility).

17. On or around March 21, 2026, the DIP Lender informed the Committee and the Debtors of its intention to work with Transform on the terms of a joint bid designed to increase overall consideration to the estates. The Debtors and Committee consented to this change. In the weeks that followed, the Debtors, with the assistance of Gordian facilitated additional diligence, including site visits to the facilities by Transform, and provided further information to the Purchasers.

18. The Court held the Sale Hearing on April 21, 2026. Following the Sale Hearing (on that same day), the Court entered its *Order (A) Approving the Sale of Purchased Assets Free and Clear of All Liens, Claims, and Other Interests to Transform AMP, LLC Pursuant to the Asset Purchase Agreement; (B) Approving the Assumption and Assignment of Executory Contracts; and (C) Granting Related Relief* [Docket No. 249] (the "**Sale Order**"). The transaction subsequently closed on June 5, 2026.

19. In addition to the services described above, Gordian also provided the following services to the Debtors during its engagement:

a. Gordian created marketing materials (e.g., teaser, supplemental confidential presentations, etc.), with the help of the Debtors and the Debtors' advisors, to facilitate the sale of the Debtors' assets and/or operations.

b. Gordian also assisted the Debtors with preparing analyses, memos, and other deliverables throughout the sale process for the benefit of the potential bidders and to update them on the status of the case and in response to specific diligence requests.

c. Gordian investigated the Debtors' potential assets for sale, including intellectual property (and potential value to third-parties), manufacturing locations, hard assets, and inventory and other receivables including duty drawbacks claims and potential tax refunds.

d. Gordian participated in regular update calls with Debtors, DIP Lender, and Committee professionals regarding the outreach process and general developments of the case.

e. Gordian assisted Getzler Heinrich in responding to diligence requests and follow-ups from Dundon and counsel, as necessary.[4]

f. Gordian regularly communicated with Transform, the DIP Lender and the Debtors after approval of the sale to facilitate transfer of purchased assets from the Debtors to the Purchasers, including having calls (often multiple times per week) and facilitating communication and transfer of the intellectual property.

RELIEF REQUESTED

20. This Application is made pursuant to section 328 of the Bankruptcy Code and the terms of the Employment Order for final allowance of compensation for professional services

[4] Getzler Heinrich is the Debtors' financial advisor and one of its directors, John D. Baumgartner, is the Debtors' CRO.

rendered and the reimbursement of expenses for the period from December 16, 2025, through and including June 5, 2026. By this Application, Gordian seeks final approval and allowance of professional fees in the amount of $250,250, consisting solely of the following:

Description	Amount
Monthly Fees (Jan-Apr)	$200,000.00
Sale Transaction Fee	$50,250.00
Total	**$250,250.00**

21. Accordingly, Gordian seeks final Court approval of $250,250.00 in total fees and respectfully requests that the Court authorize the Debtors to pay the outstanding balance of $100,250 of fees from available cash. Gordian also seeks final Court approval for reimbursement of expenses in the amount of $739.96 incurred in connection with a potential buyer's site visit. Attached hereto as **Exhibit A** is a calculation of the outstanding amounts owed to Gordian (fees earned but not yet paid and expenses incurred but not yet reimbursed) in a total amount of $100,989.96.

BASIS FOR RELIEF REQUESTED

22. Gordian's fees and expenses are reasonable in the circumstances of these Chapter 11 Cases and should be approved by the Court.

23. Section 328(a) of the Bankruptcy Code allows a professional to obtain prior court approval of the terms of its retention. See 11 U.S.C. § 328(a). Under that provision, a professional may avoid uncertainty by obtaining (a) advance court approval of compensation terms agreed to with the estate and (b) a court finding that such terms are reasonable in advance of the professional providing related services. *See In re Nat'l Gypsum Co.*, 123 F.3d 861, 862- 863 (5th Cir. 1997).

Section 328(a) of the Bankruptcy Code explicitly contemplates court approval of contingent fees, such as success fees and transaction fees. *See* 11 U.S.C. § 328(a) ("The trustee … with the court's approval, may employ a professional person … on any reasonable terms and conditions of employment, including … on a contingent fee basis"). In large and complex chapter 11 cases, courts typically approve terms and conditions of compensation arrangements of investment bankers and financial advisors like Gordian under section 328(a) of the Bankruptcy Code.

24. Gordian respectfully submits that the nature, extent, and value of the services it provided as investment banker for the Debtors was necessary and appropriate to the administration of the Chapter 11 Cases, and have provided a substantial benefit to the Debtors' estates in light of the total consideration achieved in the sale process. During the Fee Period, Gordian expended significant time and resources to ensuring that the Debtors received the highest and best value for its assets in order to maximize recoveries for all stakeholders. Gordian believes the consideration received by the Debtors will afford the best opportunity to provide recoveries to creditors and reduce the remaining claims against the estates. Accordingly, the fee and expense structure set forth in the Employment Application and approved by the Court constitutes reasonable compensation for the actual and necessary services rendered by Gordian under standards of Bankruptcy Code section 328 and applicable Fifth Circuit law. Moreover, all of the fees and expenses requested in this Application comport with the range of customary rates that are generally approved by bankruptcy courts in cases of this size.

25. Gordian has not shared, nor agreed to share (i) any compensation it has received or may receive with another person, other than among the members of Gordian; or (ii) any compensation another person has received or may receive. Gordian has not received any promises

of compensation in connection with the Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code and as may be approved by this Court.

CONCLUSION

26. Gordian submits that, in view of the policies underlying section 328(a) of the Bankruptcy Code, the compensation for professional services rendered and the reimbursement of expenses sought by Gordian in this Application is appropriate and should be approved by the Court.

27. Accordingly, Gordian respectfully requests: (i) final approval of fees earned during the Fee Period totaling $250,250.00; (ii) reimbursement of actual expenses incurred of $739.96; and (iii) such other and further relief as the Court may deem just and proper.

Dated: June 23, 2026

/s/ Kevin McGee
GORDIAN GROUP, LLC
Kevin McGee
Vice President
126 56th Street, 14th Floor
New York, NY 10022
(212) 486-3600

Investment Banker to the Debtors

EXHIBIT A

CALCULATION OF FEES EARNED BUT NOT YET PAID AND EXPENSES INCURRED BUT NOT YET REIMBURSED

AMPLE, INC., et al.
Outstanding Amounts Owed to Gordian Calculation

Item:	Description:	Calculation:	Amount:
(A)	Purchase Price	N/A	$2,010,000.00
(B)	Credit Bid Transaction Fee (Percentage)	N/A	2.5%
(C)	Transaction Fee (Dollar Amount)	(A) x (B)	$50,250.00
(D)	Unpaid April Monthly Fee	N/A	$50,000.00
(E)	Expenses Incurred but Not Yet Reimbursed	N/A	$739.96
(F)	Outstanding Amounts Owed to Gordian	(C) + (D) + (E)	$100,989.96